

Branch Rules

Revised 2009



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Parkinson's Disease Society of the United Kingdom Branch Rules 2009

Approved by the Board February 2009. Effective from April 2009.

The Branch Rules are here to help Branches to operate in a clear and appropriate way. The Rules exist to protect the organisation, our charitable interest and our members. In order to assist Branches in using the Rules we provide supplementary guidance in the Branch Manual.

1 Introductory

1.1 Name and status of the Branch

The name of the Branch is Branch of the Parkinson's Disease Society of the United Kingdom ('PDS'). It is a subsidiary body of the PDS within Article 9. As such, the Branch is not a separate entity from the PDS. Nor is it autonomous. It is and shall remain an integral part of the PDS. It is subject to all the provisions of Article 9.

1.2 PDS – its status-governing body – governing documents

The PDS itself is both a registered Charity and a company limited by guarantee. Accordingly, it has to comply with the law on charities and the law on companies. It acts through its governing body, the Board of Trustees. What can be done by, for, or in the name of the Society is laid down in the Memorandum of Association of the PDS. There is no power to do anything unless it is done in furtherance of the primary object of the PDS. This is set out in clause 3 of the Memorandum:

“The primary object for which the Society is established is the relief of persons suffering from the condition known as ‘Parkinson's disease’ and allied diseases (together hereinafter called Parkinson's) and the promotion of research into the causes, prevention and cure of Parkinson's and the dissemination of the results of the research for the benefit of the public.”

1.3 Consequences of the Branch being an integral part of the PDS Because the Branch is, and shall remain, an integral part of

the PDS, and is not autonomous, all monies and assets held by or in the name of or on behalf of the Branch, including its name, belong to the PDS, and are part of the charitable trust funds and assets. Ultimately, the Trustees are responsible for safeguarding the charitable trust funds and assets, and for all decisions taken by the Branch. They have to ensure that no decisions are made other than in furtherance of the primary object. They have to ensure that adequate methods are in place to report back to them all financial decisions made by the Branch. In the end, they must maintain control over all financial decisions. If the Trustees breach their duties, they may be held personally liable for any loss. Because of this, the Board of Trustees must from time to time lay down Rules to define the objective and functions of every subsidiary body, and to govern its proper conduct and management.

1.4 Responsibility of every PDS member under the Articles

Because each member of the Branch is, and is required to be, a member of the PDS, he/she has this responsibility under Article 2.7:

“Every Member shall, to the best of his ability, further the objects, interests and influence of the Society and shall observe all Rules of the Society made pursuant to these Articles.”

2 Meanings of Words, Phrases and Abbreviations

Save insofar as the subject or context requires otherwise, the words set out in the first column have the meanings set out opposite to them respectively in the second column.

Words	Meanings
AGM	Annual General Meeting
Regional or Country Manager or Branch & Volunteer Support Officer	the member of the Field Staff employed by the PDS as responsible for the area in which the Branch lies

Articles	the Articles of Association of the PDS
Board	the Board of Trustees of the PDS
Branch	the Branch named in Rule 1.1
Committee	the Committee of the Branch
EGM	Extraordinary General Meeting
Member of the PDS	Member of a (voting) under Article 2.1 the Society
Memorandum	the Memorandum of Association of the PDS
Parkinson's	Parkinson's disease as defined in the primary object
PDS/Society	Parkinson's Disease Society of the United Kingdom
Primary object	the primary object of the PDS set out in 1.2 above
Relevant Director	the director or staff officer employed by the PDS, who holds the responsibility under the Chief Executive for the matters covered by the relevant Rule or Sub-Rule
“year”/“years”	For the purposes of service on, or of standing down from, the Committee (or any sub-committee or committee of a sub group), the period of year(s), running not as precise calendar year(s), but from the end of the AGM at which the election takes place, until the end of the AGM in the year in which that calendar anniversary occurs. Where the election takes place at an EGM, the period shall be treated as running from the preceding AGM.

3 Objective and Functions of the Branch

- 3.1** The objective of the Branch is, within its area and in co-operation with the Board, to further the primary object of the PDS.
- 3.2** Its functions are to collaborate with the Board
- To implement those the PDS policies relevant to the Branch as determined by the Board
 - To represent the interests of the PDS and its members within the local community
 - To identify and encourage opportunities for mutual support and the development of service for people with Parkinson's and their families

4 Management of the Branch

Management of the Branch is the responsibility of the Committee for the time being, except where Rule 5.8 applies. Subsequent Rules set out the details of the Committee and its responsibilities.

5 The Committee

- 5.1** Save as provided in Rule 5.4 (2) only members of the Branch are eligible to be members of the Committee, and then only provided that they are not employees of the PDS or purportedly employees of the Branch, or people with whom the PDS or the Branch are contracted for services.
- 5.2** The Committee should ideally consist of not less than six and not more than 20 members, including the Honorary Officers. The usual Honorary Offices are those of Chairperson, Vice-Chairperson, Treasurer, Secretary, and Welfare Officer. Ideally, none of these five offices are doubled up, with one person undertaking more than one office. In small Branches, or where there are insufficient candidates for the available offices, then

one or more of these offices may be doubled up. Any Branch may, if it so desires, opt to have one further Honorary Officer – a membership secretary. If there is no membership secretary, the function should be added onto the functions of one of the other Honorary Officers. All Honorary Officers must be members of the Committee, and must be elected under Rule 5.3 or appointed as provided in Rule 5.4. The Roles of the Honorary Officers are described in Appendix A.

- 5.3** The members of the Branch elect the whole Committee and the Honorary Officers, annually at the AGM or at an EGM of the Branch. If there are more candidates than positions available, then elections are to be by the “first past the post method”. The term of office is for one year. All members of the Committee are eligible to stand for re-election each year. Ideally, however, any member of the Committee who has served continuously for six years, should then stand down for a period of at least one year before standing again for election.
- 5.4** If any Honorary Officer's position becomes vacant during the year, the Committee may appoint one of its Members to fill it in an “acting capacity”. If any vacancies occur on the Committee itself during the year, the Committee may fill them by:
- (1) appointing another or other member(s) of the Branch, to serve until the next AGM or EGM of the Branch; and/or
 - (2) co-opting not more than two individuals who have a required specialised knowledge or experience not otherwise available to the Committee, to serve only for so long as that specialised knowledge or experience is needed. A co-opted member of the Committee has no voting rights on the Committee.

The total number of appointed and co-opted members may not exceed the total number of elected members remaining on the Committee. If the total number of elected members falls below 3, then the Regional or Country Manager or Branch &

Volunteer Support Officer shall be responsible for convening an Extraordinary General Meeting of members to elect a new Committee.

- 5.5** Any member of the Committee appointed or co-opted under Rule 5.4, shall serve until the next AGM or EGM of the Branch.
- 5.6** A member of the Committee automatically ceases to hold office, if he/she becomes of unsound mind; or has a bankruptcy or receiving order made against him/her; or makes any arrangement with his/her creditors; or ceases to be a Member of the Branch; or becomes an employee of the PDS, whether full or part time; or resigns; or is absent from four consecutive meetings without agreement of the Committee; or is requested in writing by all the other members of the Committee to resign.
- 5.7** Any member of the Committee may be suspended or removed from the Committee by the Board and/or a Sub-Committee of the Board, as set out herein. No person removed from membership of the Committee under the provisions of this Rule, shall be eligible for election, appointment or co-option to the Committee again, unless the Chairperson of the Board so authorises in writing.

The following are the provisions of this Rule.

- (1)** The Board has decided to delegate to a Sub-Committee under Article 7.2, on written terms of reference and delegated authority, in the form approved by the Board on 12th March 2002, the taking of all necessary steps to enquire into and to determine allegations about the misconduct of any member of the Committee.
- (2)** The Sub-Committee may only enquire into a member's conduct or misconduct under this rule, if it is apparent that the conduct complained of falls within any of the following:

- A** There is a material breach of any of these Rules, which is incapable of remedy and which is due wholly or in part to that member's fault or default; or
- B** There is a material breach of any of these Rules, and it is within that member's power, whether alone or collectively with another or other member(s) to remedy such breach and he/she fails to do so within such time as the Chairperson of the Sub-Committee reasonably requires; or
- C** The interests of the Branch and the PDS so require.
- (3)** If it is apparent that the member's conduct falls into one or more of (2). A, B, or C above, the Sub-Committee is empowered to order that member's suspension from the Committee.
- (4)** The primary purpose of the hearing before the Sub-Committee shall be to determine the facts. As soon as practicable after the hearing the Sub-Committee shall make a written report on their enquiry, the hearing, the misconduct, the main issues at the hearing, and their key findings of fact. The report should be delivered to the Clerk to the Society, and a copy should be handed or sent to the member. Upon delivery of their report, the Sub-Committee's function is concluded.
- (5)** If, at any time prior to the conclusion of their function, the Sub-Committee were to consider that removal of the member from the Committee would be excessive and inappropriate, as the case has turned out, their delegated authority extends to terminate the process and lift the member's suspension.
- (6)** Only the Board may order the removal of the member from the Committee.
- (7)** The member, the subject of the enquiry, shall be entitled to attend with a friend or representative at the hearings before the Sub-Committee and the Board. He/she shall be entitled

to have Notice of not less than 15 clear days, of each meeting, time, date, and place. If, but only if, the member consents, the period of notice can be foreshortened. So far as reasonably can be, the dates shall be fixed to accommodate the member's convenience. The Notice period shall so far as the hearing before the Sub-Committee is concerned run from the date when the member was either given notice in person, or, if sent, from the date when notice could reasonably be expected to have been delivered by the method used. The Notice period of the hearing before the Board shall not commence running until the member has been given a copy of the written report of the Sub-Committee, a copy of the Notice of the hearing, and Notice that he/she must put his/her case on the issue of removal in writing, and deliver a copy of it to the Clerk to the Board, not less than seven clear days ahead of the hearing by the Board.

- (8)** The hearing before the Board shall be conducted on the facts as found by the Sub-Committee. It shall primarily be based on the written report of the Sub-Committee and the written case for the member. One at least of the Sub-Committee shall be available to clarify any matter put by the Board. The member should be permitted to deal orally with any such clarification. He/she should be permitted briefly to address the Board, not by way of repeating his/her written case, but to highlight any key points.
- (9)** Save to clarify any point put by the Board as provided in 8 above, none of the members of the Sub-Committee shall participate in the hearing by the Board, or be present during any deliberations by the Board, or vote on the matter.

5.8 If the Board considers that the proper conduct and management of the Branch so requires, and so resolves by a resolution passed by a simple majority of the Members of the

Board present and voting, it may dissolve the Committee. It may do this without notice if it considers that action is needed so urgently that delay is contrary to the interests of the Branch or the PDS. Otherwise the power may only be exercised if the Committee has been given at least 20 days' notice of the meeting, if the notice sets out the reasons for the resolution, and if the Committee has been permitted to have a friend or representative to accompany them at the meeting, and by themselves and/or by that friend or representative have been given a reasonable opportunity of being heard. In the event that any Member(s) of the Committee claim that there is, or may be, a conflict of interest between his/her and/or their case and that of the other Committee members, then the above procedure shall be followed but with a separate friend or representative being permitted for such member(s) of the Committee.

In the event that the Board dissolves the Committee, it may then either suspend the activities of the Branch or appoint such member(s) of the Branch and/or employee(s) of the PDS as interim manager(s) to take over the management of the Branch as the Board sees fit. Any or all such appointee(s) shall have the like powers and duties of governance of the Branch as the Committee. For the avoidance of doubt, the provisions in Rule 7.1 as to a quorum for meetings shall not apply to such interim manager(s). The activities shall remain suspended, or the appointee(s) shall remain as interim manager(s) of the Branch, as the case may be, until such date as the Regional or Country Manager considers it reasonable and practical to convene an Extraordinary General Meeting of members of the Branch to elect a new Committee.

- 5.9** If the number of members of the Committee falls below the quorum required under Rule 7.1, those remaining members of the Committee may, provided that the Board so approves, exercise the like powers to those under Rule 5.4, notwithstanding that they are not quorate.

6 Membership of the Branch

- 6.1** Membership of the Branch shall be open to any Member of the Society.
- 6.2** Only members of the Branch shall be eligible to become members of the Committee, or to receive notices of, or to vote at any AGM or EGM of the Branch.
- 6.3** Nothing in these Rules shall debar the Committee (at their discretion) from admitting visitors to activities of the Branch, and nothing in these Rules shall debar members of the public from benefiting from services operated by or through the Branch.
- 6.4** Applications for membership of the Branch shall be in writing and in the form determined by the Committee, who shall consider and accept or reject such applications and shall not be bound to give any reason for such acceptance or rejection.
- 6.5** A person who wishes to become a member of the Branch and who is not a member of the PDS may make simultaneous applications for membership of the PDS and of the Branch, by completing the relevant application forms and paying the subscriptions. Charity Law does not permit the payment of the PDS subscription fee from branch funds.
- 6.6** No person shall be admitted to membership of the Branch until membership of the PDS has been confirmed.
- 6.7** The annual subscription (if any) for membership of the Branch shall be as determined by the Committee from time to time.
- Further or alternatively, the Branch may make such charge for attendance at meetings or activities of the Branch as is reasonable to cover the costs.

- 6.8** Membership of the Branch may be withdrawn if:
- (A)** Any subscription to the Branch payable by the member remains unpaid three months after it became payable, or
- (B)** The member acts, or causes an act, which is contrary to the objectives of the Branch, or which brings the name of the Branch into disrepute, and the Committee determines by an affirmative vote of not less than two-thirds of the whole Committee, so to do.
- Notice of such decision must be communicated in writing by recorded delivery to the member at the last notified address of that member. The member shall have the right of appeal to the Committee against the decision, provided that it is lodged within four weeks of the date of dispatch of the Notice, the Appeal to be heard at the next scheduled meeting of the Committee, at which the member must be permitted to be accompanied by a friend or representative, and the member, his/her friend and/or representative must be given a reasonable opportunity of being heard.
- 6.9** If a member of the Branch ceases for any reason to be a member of the PDS, then his/her membership of the Branch shall automatically terminate.
- 6.10** A member ceasing to be such shall not be entitled to the return of any money paid to the Branch by way of subscription.

7 Meetings of the Committee

- 7.1** The Committee must meet at least once a quarter and more frequently if deemed necessary by the Chairperson, or if called for by not less than three other members of the Committee. The quorum for meetings is one quarter of the total number of Members of the Committee, with a minimum of three.
- 7.2** In addition, the Committee must meet with the Regional or Country Manager or Branch & Volunteer Support Officer at least once a year, and more often as and when the Regional or Country Manager or Branch & Volunteer Support Officer requires, to review the Branch activities and to assess future levels of support that may be required. The Regional or Country Manager or Branch & Volunteer Support Officer is responsible for convening such meeting(s) for a time reasonably convenient to both parties.

8 General Meetings

8.1 Annual General Meeting – “AGM”

An AGM of the Branch must be held not later than the last day of March in each year at such time and place as the Committee decides. At least 21 days notice must be given in writing of every AGM called, increasing to 35 days notice should nominations be required from potential candidates to fill any vacant committee positions. The Agenda shall comprise:

- consideration and approval of the minutes of any previous AGM or EGM
- consideration, and if thought fit, adoption of the annual financial return for the Branch for the year ending on the previous 31 December, (independently examined, where so required by the Relevant Director) and the Report of the Treasurer
- consideration, and if thought fit, adoption of the report of the Chairperson or the Committee for the year ending on the previous 31 December

- elections of Committee members. In the event of a tie the BVSO will carry out a revote amongst the members. If there is still a tie, it goes to drawn lots.
- appointment of an independent examiner for the accounts if required under Rule 15.5 (3)
- appointment of a President or Vice-President(s) (if desired – see Rule 12)
- any other business of which notice has been given, which can properly be moved at a general meeting, and which is intended to be dealt with at that meeting.

8.2 Extraordinary General Meeting – “EGM”

All general meetings other than AGMs shall be EGMs. At least 21 days notice must be given in writing of any EGM called. An EGM may be called by:

- the Committee or the Board at such time and place as they decide
- the Regional or Country Manager or Branch & Volunteer Support Officer in the circumstances set out in Rules 5.4 or 5.8
- the Committee must call an EGM on the requisition of the lesser of 30 voting Members or one tenth of the membership of the Branch.

8.3 All Formal Meetings

Members shall be entitled to receive notice of and to vote at the Meeting in person. The quorum for a Meeting shall be one tenth of the membership of the Branch.

9 Rules Applicable to All Meetings

- 9.1** Votes may be taken by a show of hands or by ballot of those present, as the Chairperson directs. If the voting is a tie, then the ballot is rerun to see if a change of result occurs. If no change occurs, then lots should be drawn. The Chairperson has a casting vote for all matters other than elections with the powers to rerun the vote if he/she decides.

- 9.2** On all matters the Chairperson's ruling is final unless a motion "the Chairperson's ruling be not upheld" is put. In that event the Chairperson must vacate the chair in favour of the Vice-Chairperson (or such other of its members as the Committee shall agree) who must allow one speech for the motion and one speech against the motion, and then put the motion. A simple majority of those entitled to vote and present suffices to carry the motion.
- 9.3** Notice of each Meeting must include the date, time, and place of the Meeting, and an Agenda of items for discussion. Additional items may only be placed on the Agenda if the Chairperson in his/her absolute discretion permits.
- 9.4** Notice of every meeting must be sent to the Regional or Country Manager or Branch & Volunteer Support Officer in good time ahead of the meeting, and Minutes of every meeting must be sent to them in good time after the meeting.
- 9.5** The Regional or Country Manager or Branch & Volunteer Support Officer may attend, and the Board of Trustees may send its representative(s) to, any Meeting. The Regional or Country Manager or Branch & Volunteer Support Officer and the representative(s) may participate in the Meeting, but shall have no vote.

10 Sub-Committees of the Branch

The Committee may appoint Sub-Committee(s), to help to further the objective of the Branch. The Chairperson, Honorary Secretary, and Honorary Treasurer are ex officio members of any Sub-Committee. A Sub-Committee may exercise such powers as are delegated to them by the Committee, including the power to elect its own Chairperson if not already appointed by the Committee. All Sub-Committees are subject to these Rules. All accounts and proceedings of Sub-Committees shall be reported in full to the next meeting of the Committee.

11 Sub-Groups of the Branch

- 11.1** Subject to the approval of the Regional or Country Manager or Branch & Volunteer Support Officer the Committee may from time to time organise and approve arrangements for the establishment of sub-groups of the Branch, as and when needed to further the objectives and functions of the Branch. This is likely to apply particularly in country areas when population is sparse and distances make it difficult for mutual support to develop. The Committee may dissolve any such sub group(s) if it considers that the interests of the Branch and its members as a whole so require.
- 11.2** Such sub-groups shall be subject to these Rules, and shall additionally operate in accordance with such Regulations as may from time to time be determined by the Committee and approved by the Regional or Country Manager or Branch & Volunteer Support Officer.
- 11.3** If a sub-group has a bank account, the account must have the same signatories as the main branch bank account.

12 President and Vice Presidents of the Branch

The Branch may appoint a President and one or more Vice-Presidents at its AGM, to hold office for one year. The President and Vice-President(s) shall be considered ex-officio members of the Branch and of the Committee and may participate in meetings, but may not vote.

13 The Branch and the PDS

- 13.1** The Branch is and shall remain an integral part of the PDS. It is, under Article 9, a subsidiary body of the PDS, and all provisions of Article 9 apply to it.
- 13.2** The Committee and the Branch shall accept the ruling of the Board in all matters, and shall abide by the Memorandum and Articles of Association. Nothing shall be done or permitted to be done that might affect the Charitable status of the PDS.

- 13.3** In all matters relating to the Branch, Members of the Committee shall act objectively, reasonably, and prudently. They must always bear in mind the duty under Article 2.7 (set out in Rule 1.4 above) of every member of the PDS to further, to the best of his/her ability, the objects, interest and influence of the PDS, and to observe all Rules of the PDS made pursuant to the Articles.

14 Ownership and Management of Assets

All assets, monetary or otherwise, including the name of the Branch, held by or for the Branch, are assets of the PDS, and are thus part of the charitable trust assets. The Committee shall manage such assets with particular care and prudence as befits charitable trust assets.

15 Finance

- 15.1** The Committee may collect annual subscriptions for membership of the Branch, receive donations and raise other funds in furtherance of the Objective and Functions of the Branch.
- 15.2** The Branch must maintain a banking account, which is the responsibility of the Treasurer. Save for holding a reasonable amount of petty cash, all money received must be paid into that account forthwith, and outward payments must be by cheque only. All cheques must be signed by any two of three or four nominated signatories, one of whom must normally be the Treasurer. No cheque payable to a member of the Branch should be signed on behalf of the Branch by that member, that member's spouse, partner, or any close relative.
- 15.3** No member of the Branch may receive any money or other reward from the Branch, except in respect of legitimate expenses incurred on business of the Branch, or for professional services rendered against a written contract approved by the Committee and the Board of Trustees.

If there has been any such payment under an approved contract, the Committee must inform the Relevant Director and supply such statement of interested parties as the Relevant Director requires.

- 15.4** No expenditure should be made, nor should any commitment to expend money be entered, unless a written expenditure plan for it has been approved by the Committee, and minuted accordingly. Further, proposed expenditure on buildings, holidays, motor vehicles or caravans must accord with the requirements and procedures laid down from time to time by the Relevant Director.
- 15.5** The Committee must ensure full compliance with all requirements made from time to time by the Relevant Director and / or the Board, including requirements as to:
- (1) running the financial affairs of the Branch
 - (2) the form and keeping of all accounts and records
 - (3) the form and submission of the annual financial return (including its independent examination if specifically required)
 - (4) the ending of the financial year of the Branch, which shall be on 31st December in each year, unless and until the Relevant Director or the Board notify the Branch that they require otherwise
 - (5) establishing and following internal financial controls and financial policies
 - (6) all disposals or expenditure of funds save for legacies to which Rule 16 applies
 - (7) making all books of account and financial records of the Branch available for inspection (subject to not less than 0 days notice being given to the Secretary and the Treasurer) by the Relevant Director, or by his/her authorized representative, or by any representative of the or by any

representative of the PDS's auditors; and supplying all such other information relating thereto as may reasonably be required.

- 15.6** Every member of the Committee must declare and have recorded any direct or indirect pecuniary interest he/she may have in any contract for goods or services or for the sale or disposal of any asset to be entered by the Branch. A member having such an interest shall refrain from voting on any matter concerning that contract. Any member who is in breach of these requirements or any of them, is liable to disqualification from service on the Committee and/or from membership of the Branch, as the Committee deems fit; and liable to having his/her membership of the PDS terminated by the Board under Article 2.4.1. (c), without prejudice to any other remedy that the Branch and/or the PDS may seek at law by way of compensation or otherwise.
- 15.7** The Committee must not, by any minute, resolution, or otherwise, nor may any member, pledge the credit of the Branch or the PDS by way of mortgage, bill of sale, promissory note or otherwise without the prior written consent of the Board.

16 Legacies

All legacies bequeathed to the Branch shall be administered at the National Office by the Member of Staff specifically responsible for legacies (currently the Legacy Administration Manager). The Branch has no authority to issue a receipt for a legacy. It shall be the duty primarily of the Treasurer to inform the National Office, as soon as he/she hears of any legacy to the Branch. The process for releasing funds depends on the size of the legacy.

If the legacy is £5,000 or less, the funds will be released to the Branch without a detailed legacy spending plan (but all the funds must be used to meet the PDS's aims).

Where a legacy exceeds £5,000, the Branch must prepare a detailed legacy spending plan, in consultation with the Regional or Country Manager or Branch & Volunteer Support Officer and the Director of Community Services.

Where the legacy is over £5,000 but under £20,000 the legacy spending plan must be approved by the Hon. Treasurer, but legacies over £20,000 must go before the Board of Trustees. In both these situations legacy spending plans agreed by the Branch Committee should be returned to the Director of Community Services via the Regional or Country Manager or the Branch and Volunteer Support Officer.

A sample legacy spending plan is given in Section 20 of the Branch Guidelines, and may be of help. Please note that the Committee has 6-months from the date that the Legacy Administration Manager notifies the Branch that National Office has received the funds in which to prepare the legacy spending plan. If the Committee has not produced a plan within the time limit, the matter is referred to the Director of Community Services and ultimately the Board for their final decision.

17 Employment

No contract of employment shall be entered by or on behalf of the Branch or the PDS. No contract for services or professional fees shall be entered by the Branch, save to the extent approved by the Relevant Director.

18 Equal Opportunities and Health and Safety

Members of the Committee must act, and ensure that every activity of the Branch is conducted, in accordance with the requirements of statute law, and with the policies and procedures of the PDS from time to time, on:

- (A) Equal Opportunities;
- (B) Health and Safety, and
- (C) Disability Discrimination Act

Appropriate advice and guidance on these requirements and how to meet them will be set out in the updated Branch Manual.

19 Trading

No shop may be run and no permanent trading activities may be undertaken by or on behalf of the Branch or the PDS.

20 Statutory Requirements for Cheques, Letters etc

- 20.1** The Committee must ensure strict compliance with those provisions of the Companies Act and the Charities Act that require particulars of the PDS as a company and of the PDS as a charity to be set out on all business letters and other documents. Help and advice is available from the Policy, Campaigns and Information Department
- 20.2** Current statutory requirements are satisfied by legibly printing the following (as on the Society's current letterheads)
- Parkinson's Disease Society of the United Kingdom
 - Charity registered in England and Wales No 258197 and in Scotland No SC037554
 - A company limited by guarantee. Registered No. 948776 (London) Registered Office 215 Vauxhall Bridge Road, London SW1V 1EJ

20.3 The Companies Act requires the particulars to be on all business letters and order forms of the company. The Charities Act requires the particulars to be in

- (A) all business letters of the company
- (B) all its notices and other official publications
- (C) all endorsements, cheques and orders for money or goods
- (D) all conveyances
- (E) all bills rendered by it, and in all its invoices, receipts, and letters of credit

20.4 The general rule should be to ensure that the statutory particulars are printed on everything emanating from the Branch.

21 Corporate Image

To accord with the duty under Article 2.7 – see Rule 1.4 above – all letterheads, publications and documents must promote the name of the Society more prominently than anything else, and be in such format, and promote such corporate image as the Relevant Director requires.

22 The Media

No statement shall be made, whether in answer to a request from, or volunteered to, the media or any member of the public outside the PDS, about the stance or policy of the PDS on Parkinson's, or on any related health issues, or on any matter of public interest. Any request for such a statement should be referred to the Relevant Director. Requests from the media relating to Branch activities do not require referral to the Relevant Director, and should be dealt with by a Branch representative, although if assistance is required then it is available from the Relevant Director.

23 Websites

- 23.1** Provision for a Branch Website has been made within the PDS Site. The Committee must ensure that all requirements from time to time of the Relevant Director as to format and content are complied with, and generally follow the guidelines for Branch Websites.
- 23.2** If the Committee wish to run or participate in any other Website, before doing so they must obtain the approval of the Relevant Director. In the event that the Branch is already running or participating in any other Website at the date of these Rules coming into effect, the Committee must obtain the approval of the Relevant Director for them to continue to do so. In respect of any Website within this sub-Rule, the Committee must ensure that all requirements from time to time of the Relevant Director as to format and content are complied with and generally follow the guidelines applicable to Branch Websites.

24 Data Protection

The Committee must ensure that all requirements of the Data Protection Act are complied with.

Statute law requires that:

- (A)** No confidential data is released to anyone without the written consent of both the person whose details appear on the record, and the database owner (i.e. the PDS). Therefore the Branch should never release in public any details about any individual; but should refer any request for release of any such material to the Relevant Director.
- (B)** All data within the Act is kept for the specified period of time.

- (C)** All data within the Act is kept securely locked, so as to prevent any third party whether a stranger or even someone known within the PDS, from having unauthorised access to it.
- (D)** Details of the Statutory Requirements will be available from the Relevant Director, together with advice and guidance on the essential requirements and how to meet them.

25 Dissolution

- 25.1** The Board may dissolve the Branch if it fails to observe these Rules, or if in the opinion of the Board the interests of the PDS so require, or if in the opinion of the Board the Branch has become dormant, or if the Branch or Regional or Country Manager or Branch & Volunteer Support Officer so request, provided that no dissolution shall be of any effect unless
- (A)** Not less than 20 days beforehand notice has been given to every Member of the PDS recorded in the Register of Members as belonging to the Branch that dissolution is to be considered at a meeting of the Board; and
- (B)** A reasonable opportunity has been given to each such Member to make written representations to the Board prior to the date of such meeting or in person at the meeting; and
- (C)** The Board vote in favour of dissolution, by the required majority. For the purposes of this Rule, the required majority is one of two-thirds of all the Trustees where the ground relied on is breach of these Rules, but a simple majority of the Trustees in any other case.
- 25.2** On dissolution of the Branch by the Board, all records, monies, and other assets associated with the Branch shall be handed over forthwith to the PDS National Office.

26 Notice

Wherever Notice has to be given or served under these Rules, it shall be in writing, and the like provisions as to service of notice, deemed service, and accidental omission to give notice, shall apply as are set out in Article 12.

27 Disputes on Interpretation

Any ambiguity or difference of opinion regarding the purpose intention or meaning of any of these Rules shall be referred to The Board whose decision shall be final and binding.

28 Approval Commencement and Amendment

28.1 These Rules were prescribed by the Board under Article 9.2 and approved on February 2009 to take effect on and from April 2009. They replace all previous Rules.

28.2 These Rules, together with any representations by the Branch as to any problems in practice with the Rules, should be considered by Community Services staff on an annual basis during the last quarter of each year. If thought appropriate at that meeting, the Community Services Staff may refer the matter to the Relevant Director, who may, if he/she thinks fit, convene a working group (on which there shall be some representation from Branches) to review the Rules, and to make recommendations to the Relevant Director and the Board accordingly.

28.3 The Board alone is empowered to alter or amend these Rules, and the Board may exercise such power from time to time as it sees fit (subject to the provisions of Article 13.3.1 that no Rule shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles). No amendment or alteration may be effected other than by the Board.

28.4 The process of consultation between the Board and the Branches required under Article 9 on any proposed alteration or amendment of these Rules, will normally be channelled through the Relevant Director and Regional or Country Manager or Branch & Volunteer Support Officer.

APPENDIX A – Roles of the Honorary Officers

The Roles of the Honorary Officers include the following functions:

- A.1 The Chairperson and Vice-Chairperson
 - A.1.1 To preside over meetings of the Branch and the Committee. If the Chairperson is not present within 15 minutes after the time appointed for the meeting, or if he/she is unwilling to preside, or if Rule 10.2 applies, his/her place shall be taken by the Vice-Chairperson. If the Vice-Chairperson is also not present within the above period of time, or is unwilling to preside, then the members of the Committee there present shall appoint one of their number to act as Chairperson for the meeting.
 - A.1.2 To ensure that the governance and management of the Branch always accords with these Rules. If he/she considers that any proposal contravenes these Rules, he/she should ask for it to be withdrawn. If the proposer persists, and is supported by a majority, the Chairperson should refer the matter to the Board of Trustees for a ruling; and order that meanwhile no action be taken on the proposal.
 - A.1.3 The Vice-Chairperson's role is to deputise for the Chairperson as and when needed.
- A.2 The Secretary
 - A.2.1 To attend all Meetings and keep proper minutes of them as far as is practicable.
 - A.2.2 To keep the documents and papers of the Branch in safe custody.
 - A.2.3 To account to the Honorary Treasurer for any monies received.
 - A.2.4 To send to the Regional or Country Manager or Branch & Volunteer Support Officer in good time, notices and minutes of all Meetings, including full particulars of the Officers and

Committee members elected, appointed, and/or co-opted as the case may be from time to time.

- A.2.5 To inform the Committee of all communications from the Regional or Country Manager or Branch & Volunteer Support Officer the Board of Trustees, and/or the PDS
- A.2.6 To ensure that all Committee members receive a copy of these Rules.
- A.2.7 To notify the PDS promptly of the death of, or any material changes in circumstances of any member (such as address, status, or name).
- A.3 The Treasurer
 - A.3.1 To attend all Meetings as far as is practicable.
 - A.3.2 To ensure that financial decisions are taken by the Committee as a whole, in a meeting where minutes are being duly kept.
 - A.3.3 To comply with the requirements of the Relevant Director from time to time as to the keeping and form of up to date accounts and financial records, and of the annual financial return, to the supplying of such copies as may be required, and generally.
 - A.3.4 To receive donations and subscriptions and other monies on behalf of the Branch, to give official receipts of the Branch for all monies received, and to bank them upon receipt, provided however that this provision does not apply to legacies to the Branch, which shall be dealt with in accordance with Rule 16.
 - A.3.5 To keep the Committee regularly informed as to the financial affairs of the Branch.
 - A.3.6 To present the annual financial return of the Branch (independently examined, where so required by the Relevant Director) to the members of the Branch at the AGM.

- A.3.7 To ensure that all assets held in the name of the Branch are properly recorded, and that satisfactory arrangements exist for their safekeeping, and for protection of the title of the Branch and the PDS to such assets.
- A.3.8 To give prompt and full details to the PDS of any legacy made to the Branch or to the PDS.
- A.4 The Welfare Officer
 - A.4.1 To be responsible overall for welfare matters within the Branch.
 - A.4.2 To report to the Committee thereon, and to advise the Branch on welfare matters.
 - A.4.3 The Welfare Officer shall maintain confidentiality of identity of each person needing welfare help save to the extent that disclosure is reasonably needed in the interests of the individual.
- A.5 The Membership Secretary
 - A.5.1 To maintain proper records of membership of the Branch.
 - A.5.2 To take all proper steps to get payment of subscriptions due, and to ensure that any subscriptions paid are either duly banked on receipt or passed on receipt to the Treasurer.
 - A.5.3 To take all proper steps to ensure that no membership data is disclosed to any third party without the written consent of the member(s) concerned and of the PDS (which is the database's owner).

APPENDIX B – Proposed Branches

- B.1 “Proposed Branches” are those bodies started by, or with the help of, the Regional or Country Manager or Branch & Volunteer Support Officer in locations not served adequately if at all by any other Branch, and which the Regional or Country Manager or Branch & Volunteer Support Officer considers should be capable of development so as to be ready for inauguration as Branches within a period of up to two years.
- B.2 The Board has approved these Rules for introduction to, and the gradual governance of, “Proposed Branches”.

It shall be for the Regional or Country Manager or Branch & Volunteer Support Officer to decide as he/she sees fit in each case, at what rate and in what order these Rules should be introduced to each “Proposed Branch” and form part of its governance. As and when the Regional or Country Manager or Branch & Volunteer Support Officer decides that one or more of these Rules should form part of the governance of the Proposed Branch, then to that extent, the expression “the Branch” shall mean the particular Proposed Branch. By the time that a “Proposed Branch” is considered to be ready for inauguration as a Branch, all these Rules should be in full operation.



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