



# NOTTINGHAMSHIRE DEAF SOCIETY



## COMPANY MEMBERS AND DIRECTORS ROLES AND RESPONSIBILITIES

### Mission Statement:

To provide positive and empowering services and opportunities responding to the needs of the Nottinghamshire Deaf Community



# **ROLE OF A COMPANY MEMBER**

Company Members have the following powers and duties:

## **THE POWER**

- To approve the Annual Accounts of the Company.
- To approve any changes to the Company's constitution (Company Constitution = Memorandum of Association and Articles of Association). If there are to be any changes to the Constitution these also have to be agreed by the Charity Commissioners.
- If the Board of Directors appoint any temporary Directors then Company Members have the power to approve that these temporary Directors can continue as Directors beyond the next following Annual General Meeting of the Company.
- If an Extraordinary General Meeting is necessary then Company Members have the power to ask the Directors to arrange one.
- Company Members have the power to dismiss any or all of the Directors.
- Company Members have the power to agree with or approve dealings between the Company and any of the Directors.
- Company members have the power to approve the winding up or dissolution of the Company.

## **RESPONSIBILITIES OF COMPANY MEMBERS**

The only financial responsibility of Members is for each to pay out £1.00 if the Company is insolvent when it is wound up.

All Members of a Charity Company have an absolute duty to make sure they use their powers responsibly for the benefit of Deaf people who live in the City and County of Nottingham as set out in the Company's Constitution.

To become a Company Member you need to express your interest to the Company Secretary who will give you a registration pack. Once received your application pack will be passed onto the Nottinghamshire Deaf Society Board of Directors for consideration.

## **COMPANY MEMBERS ADVISORY GROUPS**

Training is offered to local people who regularly use the Society, to assist them in understanding the role and responsibilities of Company Members and Company Directors, with the intention of recruiting new Company Members and Company Directors.

Company Members Advisory Groups are usually held four times per year. These Advisory Groups will focus on various aspects of the Society's work for development, evaluation and feedback.

All recommendations given at the workshops are feedback to staff and incorporated into future work.

# **ROLE OF A DIRECTOR**

Nottinghamshire Deaf Society is run by a Board of Directors. All Directors have a job description, are expected to stay for three years, and can be re-elected by Company Members. They are expected to perform a number of tasks that fall into two main groups:

## **TASKS TO FULFIL LEGAL DUTIES**

- To have read and understood the governing instrument (Memorandum & Articles of Association)
- To act at all times in the best interests of the beneficiaries
- To understand the legal responsibilities of the Directors role
- To make sure that the organisation acts within the law: as an employers, in aspect of equal opportunities, as a charity, and so on
- To ensure that all money and assets are prudently managed and used in pursuit of the objects of the organisation.
- To make sure that the money is spent for the purposes for which it is given.
- To ensure that the organisation accounts for activities to its funders, the Charity Commissioners, its members, the local community and others as required.
- To work jointly with the other Directors
- To ensure that the organisation manages its affairs reasonably and properly.
- To work in the interests of the organisation, not for personal gain
- To ensure that the board of Directors takes proper professional advice on matters in which it does not have competence.

## **MANAGERIAL TASKS**

### ***Vision and Direction:***

- To understand and be committed to the mission of the organisation.
- To ensure that the organisation pursues its mission.

### ***Financial Duties:***

- To read and understand the financial information about the organisation and to ensure the finances are sound and properly managed.
- To ensure that resources are used efficiently and economically.

### ***As an Employer:***

- To ensure that the organisation is a good employer of its paid and voluntary staff.
- Where paid staff are employed, to appoint the Chief Executive and usually to be involved with the appointment of other senior staff.
- To supervise and support the Chief Executive and ensure other staff and volunteers are properly supervised.

### ***Evaluation:***

- To monitor and evaluate the work of the organisation on a regular basis. This includes receiving reports from staff, staff supervision, receiving feedback from clients and consumers and so on.

### ***Insurance:***

- To make sure that the organisation is properly insured against all reasonable liabilities.

**Assets:**

- To make sure that any premises and equipment are properly looked after.
- To ensure that investments and cash balances are managed properly

**To be Effective:**

- To work with other Directors to form an effective governing body for the organisation.
- To attend meetings and to read papers in advance of the meetings
- To attend sub-committee meetings as appropriate
- To participate in other tasks as they arise from time to time, such as: interviewing new staff, helping with appeals and fundraising.
- To keep informed about the activities of the organisation and wider issues which affect its work.
- To ensure that the organisation is effectively managed and gets its work done.
- To offer particular skills as a Director.

The Board of Directors meet monthly, usually on a Monday evening, to ensure that Nottinghamshire Deaf Society runs smoothly, efficiently and effectively.

**To become a Director you first need to become a Company Member.**

**For further information on becoming a Company Member or Director please contact:**

Vanessa Pincott  
Chief Officer (Business)  
Nottinghamshire Deaf Society  
22 Forest Road West  
Nottingham NG7 4EQ

**Telephone:** 0115 9700516 (voice/minicom)

**Fax:** 0115 9423096

**Email:** [nds@nottsdeaf.org.uk](mailto:nds@nottsdeaf.org.uk)

**or alternatively information and application forms can be downloaded from our website: [www.nottsdeaf.org.uk](http://www.nottsdeaf.org.uk)**