



## Draft Constitution

UK Students for the Exploration and Development of Space

This draft 9 January 2017

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## Preamble

UKSEDS' fundamental aim is to be a force for good in the space community and the world at large. All people of all backgrounds should be able to participate in humanity's ongoing journey into space.

In this belief UKSEDS is constituted as an organisation for young people and of young people. As much as possible it should be run by, and work to benefit, young people, so that they can gain knowledge, skills, experience, and connections.

## Part I

# The UKSEDS Part

This part contains clauses written specifically for UKSEDS.

## 1 Adoption

- 1.1. The organisation and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.
- 1.2. All other governing documents shall be subject to and interpreted according to this Constitution.
- 1.3. Where any meaning is unclear, the Trustees and any legal advisors shall make interpretations in accordance with the spirit of this Constitution.

## 2 Name

- 2.1. The name of the organisation shall be "UK Students for the Exploration and Development of Space", herein specified as "UKSEDS".

## 3 Objects

- 3.1. The Charity's objects ("the Objects") shall be:
  - (a) To promote to the general public the exploration and development of space and its importance to life on Earth;
  - (b) To represent and advocate the role of students and young people within the space sector;
  - (c) The advancement of students' and young people's knowledge, skills, and experience in space-related disciplines through the provision of advice, resources, and opportunities;
  - (d) To be a forum through which students and young people can become involved in the international space community, and communicate and exchange ideas with their peers, educational establishments, industry, and the general public.

## 4 Membership

- 4.1. Any person shall be eligible for membership provided that they:
  - (a) Are a student or apprentice of any age who studies or works at a UK-based institution;  
or
  - (b) fulfilled (a) in the past three years;  
and
  - (c) agree to respect and uphold the values, mission, and Constitution of UKSEDS;
  - (d) provide accurate and complete contact details as defined by the Executive Committee;

- 4.2. It is the duty of each Member to exercise their powers as a member in the way they decide in good faith would be most likely to further the purposes of the Charity.
- 4.3. Membership shall be free and granted upon the receipt of an individual's contact details.
- 4.4. Membership is required to undertake or perform any of the following activities:
  - (a) Voting at the any Meeting of the Membership;
  - (b) Standing for election to the Executive Committee or joining the Staff;
  - (c) Taking part in UKSEDS projects or competitions;
- 4.5. Membership must be renewed every year. This is in order for UKSEDS to maintain up-to-date contact information.
- 4.6. Membership is not transferable to anyone else.
- 4.7. Members under the age of eighteen may not vote, stand for election, volunteer, or hold any office.
- 4.8. The Board of Trustees may refuse an application for membership or revoke the membership of any Member.
  - (a) The Trustees may only revoke or refuse membership if they consider it to be in the best interests of the Charity.
  - (b) The Trustees must inform the applicant in writing of the reasons for the refusal or revocation within twenty-one days of the decision.
  - (c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 4.9. The Executive Committee may suspend a Member if that Member acts in a manner that is incompatible with the values of UKSEDS and/or the law.
- 4.10. Any suspended Membership must be discussed at the next meeting of the Trustees, at which the Trustees shall decide whether or not to revoke Membership.
- 4.11. Membership is terminated if:
  - (a) the Member dies;
  - (b) the Member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members;
  - (c) any sum due from the Member to the Charity is not paid in full within six months of it falling due;
  - (d) the member fails to renew their membership on an annual basis;

## **5 The Alumni and Friends**

- 5.1. There shall be association of Alumni and Friends.
- 5.2. Any person not eligible for Membership may become a Friend provided they:
  - (a) agree to respect and uphold the values, mission, and Constitution of UKSEDS;
  - (b) provide accurate and complete contact details as defined by the Executive Committee;
- 5.3. Any former Member shall be an Alumnus.
- 5.4. Alumni shall have the option of registering to join the association of Alumni and Friends.
- 5.5. At the discretion of the Executive Committee, fees may be charged for registering as an Alumnus or a Friend.

## 6 The Executive Committee

- 6.1. The day-to-day affairs of UKSEDS shall be managed by an Executive Committee comprising six Members, herein as ‘the Executive Committee’ and ‘the Committee’.
- 6.2. The Committee shall have responsibility for deciding the strategy and activities of the organisation and for ensuring it runs smoothly.
- 6.3. The members of the Committee shall be elected at a General Meeting.
- 6.4. Four members of the Committee shall hold special office which shall be the following:
- 6.5. The Chair, who
  - (a) shall be the senior officer of the Committee
  - (b) shall represent the Charity to other societies, the public, and external bodies
  - (c) shall be responsible for chairing meetings of the Committee, of the Trustees, and of the Membership
  - (d) shall be responsible for the good-running of the organisation and the handling of disputes
  - (e) shall possess the casting vote in the event of a tie in a decision-making vote
- 6.6. The Vice-Chair, who
  - (a) shall assist the Chair in running the organisation
  - (b) shall deputise for the Chair in all areas where the Chair is not available for any reason
- 6.7. The Treasurer, who
  - (a) shall maintain and present the accounting records, in accordance with accepted accounting rules and practices.
  - (b) shall carry out the day-to-day financial duties of the organisation, ensuring that all bills are paid promptly and that all income is banked promptly
  - (c) shall report to the Committee on income and expenditure and the state of the finances on at least a monthly basis
  - (d) shall prepare budgets as required
- 6.8. The Secretary, who
  - (a) shall be responsible for minuting all Committee meetings
  - (b) shall be responsible for keeping records of the running of the organisation, and maintaining its archives in good order
  - (c) shall be responsible for communicating announcements to the Membership
- 6.9. In the Chair’s absence, the powers of the Chair shall pass to the Vice-Chair and then to the longest-serving member of the Committee.
- 6.10. Any nominee for the position of Chair must be an existing member of the Staff or the Committee. The Membership may vote to suspend this requirement at any election.
- 6.11. The Committee shall hold regular meetings, electronically or in person, no less often than once per quarter.
- 6.12. All members of the Committee shall attend regular meetings (whether electronically or in person) and take part in discussions between meetings (by email, a forum, or some other means) as often as they are reasonably able.
- 6.13. All members of the Committee are expected to volunteer to take on areas of responsibility and specific actions, and to perform said responsibilities and actions on a timely basis.
- 6.14. If a member of the Committee is unable to attend meetings or perform their duties for a period of more than a week then they must notify the Committee in advance so that alternative cover can be arranged.

- 6.15. A member of the Executive Committee may be removed from their position by a vote of the Board of Trustees.
- 6.16. A Member may not stand for election to the Executive Committee if he or she has already served on the Executive Committee for three full years.
- 6.17. A minimum of four Executive Committee members is required for an Executive Committee meeting to make decisions.
- 6.18. A simple majority of Executive Committee members attending a meeting is required to make decisions.
- 6.19. The Executive Committee may authorise individuals and subgroups to make decisions on matters at their discretion without consulting the Executive Committee, and to represent the Charity.

## 7 The Trustees

- 7.1. The Charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the Committee shall be the Trustees of the Charity and in this constitution are together called 'the Trustees', 'the Board of Trustees', and 'the Board'.
- 7.2. The Trustees shall manage the affairs of UKSEDS and may for that purpose exercise all the powers of UKSEDS. It is the duty of each Trustee to exercise their powers and to perform their functions in their capacity as a trustee of UKSEDS, in the way which they decide in good faith would be most likely to further the purposes of UKSEDS
- 7.3. The Trustees may delegate any of their powers or functions to individuals and subgroups.
- 7.4. The Board of Trustees shall consist of:
  - (a) the Executive Committee, called the Executive Trustees, and
  - (b) a number of Non-Executive Trustees equal to the number of members of the Executive Committee at full strength
- 7.5. The Non-Executive Trustees shall:
  - (a) be nominated by the Board of Trustees and confirmed by a vote of the Membership at the Annual General Meeting;
  - (b) be selected from the Board of Advisors based on their expertise and potential contribution to the Charity;
  - (c) serve terms of three years
- 7.6. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 23 (Retirement and removal of charity trustees).
- 7.7. No more than two Trustees shall be employed by any one organisation.
- 7.8. The Board of Trustees shall hold and attend regular meetings, electronically or in person, no less often than once per quarter.
- 7.9. Any Trustee may call a meeting of the Trustees.
- 7.10. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Board of Trustees.
- 7.11. A minimum of four Executive Trustees and four Non-Executive Trustees is required for a Board of Trustees meeting to make decisions. A simple majority of Executive Trustees, and separately of Non-Executive Trustees, attending a meeting is required to make a decision.
- 7.12. No Trustee shall vote on any decision or matter where they have a conflict of interest, in accordance with clause 21 (Conflicts of interest and conflicts of loyalty).

- 7.13. A Trustee may be removed from their position by a vote of the Board of Trustees.
- 7.14. The first Trustees of the Charity are
- (a) Jane Smith, who shall serve a term of one year;
  - (b) John Smith, who shall serve a term of one year;
  - (c) Julia Smith, who shall serve a term of two years;
  - (d) James Smith, who shall serve a term of two years;
  - (e) Jasper Smith, who shall serve a term of three years; and
  - (f) Joanna Smith, who shall serve a term of three years.
- 7.15. A document is validly executed by signature if it is signed by at least two of the Executive Trustees.
- 7.16. The Trustees may delegate any of their powers or functions to individuals and subgroups.
- 7.17. Any decision may be taken either:
- (a) at a meeting of the charity trustees; or
  - (b) by resolution in writing or electronic form agreed by the charity trustees.

## **8 The Advisors**

- 8.1. The Trustees shall appoint a Board of Advisors comprising at least six, including the Non-Executive Trustees.
- 8.2. The purpose of the Board of Advisors shall be to provide expert advice in areas where the Executive Committee is inexperienced.
- 8.3. Advisors shall serve at the pleasure of the Board of Trustees.
- 8.4. No Member shall be appointed to the Board of Advisors, but Alumni and Friends may be.
- 8.5. No more than three Advisors shall be employed by any one organisation.
- 8.6. Advisors shall have no obligations and no powers, but shall be expected to provide appropriate advice when consulted, as soon as is reasonable.

## **9 The Staff**

- 9.1. The Executive Committee may recruit any number of Staff who may be paid or give their time on a voluntary basis.
- 9.2. Any Member shall be able to apply to join the Staff.
- 9.3. Applications for Staff positions shall be reviewed and decided upon by the Executive Committee.
- 9.4. The responsibilities of each Staff member shall be defined and agreed with the Staff member.

## **10 Branches**

- 10.1. Any UK-based organisation run by students or young persons, and whose mission is compatible with that of UKSEDS, may affiliate with UKSEDS. Affiliated organisations shall be Branches.
- 10.2. The Executive Committee decides whether an organisation is permitted to affiliate.
- 10.3. More than one Branch may exist in a university or other establishment.
- 10.4. Branches

- (a) may not be national or international organisations in their own right;
  - (b) may determine how they organise themselves internally;
  - (c) must provide the Executive Committee with up to date contact information at all times;
  - (d) must update the Executive Committee on their main activities at least once a year;
  - (e) shall be eligible to receive funding from UKSEDS as deemed necessary by the Executive Committee;
- 10.5. Any organisation that would be eligible to be a branch if it were based in the UK shall be eligible to be an Associate Branch.
- 10.6. The rights and requirements of each Associate Branch shall be at the discretion of the Executive Committee.

## 11 General Meetings

- 11.1. The Chair may call General Meetings of the Charity.
- 11.2. General Meetings may be held in person or by other reasonable means.
- 11.3. The format, venue, and time of a general meeting may be decided by the Committee.
- 11.4. A General Meeting must be called by the Chair at the request of any one of:
- (a) a vote of the Committee
  - (b) a petition of ten or more members made to the Chair in writing
- 11.5. The first agendum of any general meeting must be to accept or reject by vote the minutes of the previous general meeting, or to note any corrections as upheld by vote if necessary.
- 11.6. The Secretary or their delegated authority must record accurate minutes of the General Meeting, which must be published in writing to the Members no greater than ten days subsequent to the meeting.
- 11.7. Members may submit agenda for discussion at a general meeting to the Secretary no fewer than five days before a general meeting. Any agendum so submitted must be proposed by a Member and seconded by at least two other Members.
- 11.8. The Secretary must make publicly available and actively publicise the following:
- (a) the date, time, and format of the meeting
  - (b) the location of the meeting, if it is to be held in person
  - (c) relevant details for participating, if it is to be held by some other means
  - (d) the agenda, including full details of any motions or constitutional amendments,
  - (e) the arrangements for any balloting and nominations,
  - (f) this and any other relevant section of the Constitution and other governing documents,
- 11.9. no fewer than fourteen days in advance of a General Meeting
- 11.10. Any Member may submit an opinion on any agendum to the Secretary in absentia, which must be read out at the meeting by the Secretary in their stead.

## 12 The Annual General Meeting

- 12.1. The Chair shall call a General Meeting called the Annual General Meeting roughly annually.
- 12.2. The principal business of the Annual General Meeting shall be:
- (a) the presentation of reports on the activities of the organisation in the preceding year;
  - (b) the presentation of the accounts of the Charity;
  - (c) the election of a new committee.

## 13 Quorum and Voting at a General Meeting

- 13.1. No business shall be transacted at any general meeting unless a quorum is present.
- 13.2. A quorum is twelve Members entitled to vote upon the business to be conducted at the meeting including at least four Trustees.
- 13.3. All decisions are made exclusively by the voting membership.
- 13.4. Decisions shall be made by simple majority of the Members present at or participating the meeting or represented by their appointed proxy.
  - (a) Any Member may appoint another person as a proxy to exercise all or any of that Member's rights to attend, speak and vote at a General Meeting.
  - (b) Proxies must be appointed by a notice in writing (a "proxy notice") which:
    - i. states the name and membership number of the Member appointing the proxy;
    - ii. identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
    - iii. is signed by the Member appointing the proxy, or is received electronically from a verified account or address belonging to that Member.
    - iv. must arrive before the commencement of the General Meeting.
  - (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
  - (d) Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote at the Meeting;
  - (e) A proxy notice shall be considered void if the Member appointing the proxy attends the Meeting and is able to vote.
  - (f) A proxy notice may be revoked at any point before the commencement of the General Meeting. Revocation is subject to the same requirements as the original proxy notice.
- 13.5. In the event of a voting tie, the Chair may cast the deciding vote.
- 13.6. If any votes are to be undertaken the Secretary shall include upon request from any Member the option for Members to vote electronically on any and all of the decisions.
- 13.7. Friends and Alumni may attend meetings, but shall not vote and shall not be counted towards quorum unless they are Trustees.

## 14 Elections

- 14.1. An election may be held at a General Meeting as necessary.
- 14.2. The Committee shall appoint a Returning Officer for the election.
- 14.3. The Returning Officer:
  - (a) may not stand for election
  - (b) may not vote in the election
  - (c) must open nominations for the election no fewer than five days in advance of the General Meeting.
  - (d) must provide a publicly accessible form for the nomination and seconding of candidates.
- 14.4. Only Members may cast votes in the election.
- 14.5. Only Members who have been nominated by a Member and subsequently seconded by a different Member may stand for election. The nominator or the seconder of any candidate may not be the same person as the nominee.
- 14.6. Candidates may be nominated and seconded at the General Meeting, so long as the above two conditions are satisfied.

- 14.7. Manifestos must be provided by all nominees, and may either be:
- (a) written, and submitted in advance in accordance with a timetable determined by the returning officer, or
  - (b) spoken, and presented by each nominee at the General Meeting.

## **15 Affiliations**

- 15.1. The Charity may enter into formal relationships with other organisations with similar goals, where deemed beneficial and appropriate by the Trustees.
- 15.2. Such relationships shall be defined and agreed by all parties in Memoranda of Understanding.
- 15.3. No such relationship may compromise the independence, financial or otherwise, of the Charity.

## **16 Amendment of the Constitution**

As provided by clauses 224-227 of the Charities Act 2011:

- 16.1. This constitution can only be amended:
- (a) by resolution agreed in writing by all Members; or
  - (b) by a resolution passed by a 75% majority of votes cast at the Annual General Meeting.
- 16.2. Any alteration of clause 3 (Objects), clause 30 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Charity Trustees or Members of the Charity or persons connected with them, requires the prior written consent of the Charity Commission.
- 16.3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 16.4. A copy of any resolution altering the constitution, together with a copy of the Charity's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.
- 16.5. Notification, details, and explanation of any alterations must be provided to the Membership at least two weeks before any such a change.

## Part II

# The Charity Commission Part

This part contains clauses copied directly from the Charity Commission's 'Model Constitution for a CIO with a voting membership' (dated October 2016) with only necessary changes made.

## 17 National location of principal office

- 17.1. The principal office of the Charity is in England.
- 17.2. The Charity's activities in pursuit of these objects shall be focused primarily but not exclusively in the United Kingdom ('the UK').
- 17.3. Nothing in this Constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

## 18 Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

- 18.1. borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 18.2. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 18.3. sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

## 19 Application of income and property

The Charity shall be financed by fees, sponsorship, grants, sale of service or goods, donations, and such other methods as the Committee may from time to time deem appropriate.

- 19.1. The income and property of the charity shall be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 19.2. None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:
  - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity.
- 19.3. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 20 (Benefits and payments to charity trustees and connected persons).

## 20 Benefits and payments to charity trustees and connected persons

20.1. General provisions No charity trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (20.2) of this clause, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value

20.2. Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of the CIO.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (20.3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

20.3. Payment for supply of goods only – controls The CIO and its charity trustees may only rely upon the authority provided by sub-clause (20.2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 20 (Benefits and payments to charity trustees and connected persons).

20.4. In sub-clauses (20.2) and (20.3) of this clause:

- (a) “the CIO” includes any company in which the CIO:
  - i. holds more than 50% of the shares; or
  - ii. controls more than 50% of the voting rights attached to the shares; or
  - iii. has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause 20 (Interpretation);

## **21 Conflicts of interest and conflicts of loyalty**

A charity trustee must:

- 21.1. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- 21.2. 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 CIO and any personal interest (including but not limited to any financial interest).
- 21.3. Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **22 Liability of members to contribute to the assets of the CIO if it is wound up**

- 22.1. If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **23 Retirement and removal of charity trustees**

23.1. A charity trustee ceases to hold office if he or she:

- (a) retires by notifying the Trustees in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) is removed by the other Trustees in accordance with clause 7 (The Trustees);
- (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

## **24 Use of electronic communications**

- 24.1. The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
  - (b) any requirements to provide information to the Commission in a particular form or manner.
- 24.2. To the CIO
- (a) Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.
- 24.3. By the CIO
- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
  - (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –
    - i. provide the members with the notice referred to in clause 11 (General Meetings);
    - ii. give charity trustees notice of their meetings in accordance with clause 7 (The Trustees);
- 24.4. The charity trustees must:
- (a) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
  - (b) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

## **25 Keeping of Registers**

- 25.1. The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

## **26 Minutes**

The charity trustees must keep minutes of all:

- 26.1. appointments of officers made by the charity trustees;
- 26.2. proceedings at general meetings of the CIO;
- 26.3. meetings of the charity trustees and committees of charity trustees including:
  - (a) the names of the trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions;
- 26.4. decisions made by the charity trustees otherwise than in meetings.

## **27 Accounting records, accounts, annual reports and returns, register maintenance**

- 27.1. The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- 27.2. The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

## **28 Rules**

- 28.1. The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

## **29 Disputes**

- 29.1. If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **30 Voluntary winding up or dissolution**

- 30.1. As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
- (a) at a general meeting of the members of the CIO called in accordance with clause 11 (General Meetings), of which not less than 14 days' notice has been given to those eligible to attend and vote:
    - i. by a resolution passed by a 75% majority of those voting, or
    - ii. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - (b) by a resolution agreed in writing by all members of the CIO.
- 30.2. Subject to the payment of all the CIO's debts:
- (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
  - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
  - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- 30.3. The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- (a) the charity trustees must send with their application to the Commission:
    - i. a copy of the resolution passed by the members of the CIO;
    - ii. a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

- iii. a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
    - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- 30.4. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## 31 Interpretation

In this constitution: “connected person” means:

- 31.1. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- 31.2. the spouse or civil partner of the charity trustee or of any person falling within sub-clause (20.1) above;
- 31.3. a person carrying on business in partnership with the charity trustee or with any person falling within subclause (20.1) or (20.2) above;
- 31.4. an institution which is controlled
  - (a) by the charity trustee or any connected person falling within sub-clause (20.1), (20.2), or (20.3) above; or
  - (b) by two or more persons falling within sub-clause (20.4)(a), when taken together
- 31.5. a body corporate in which
  - (a) the charity trustee or any connected person falling within sub-clauses (20.1) to (20.3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (20.5)(a) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “Communications Provisions” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the CIO.

A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.