

**NOTE:**

This document relates to the resolution to ‘Move to Charitable Incorporated Organisation (CIO) status’ for the ALT Annual General Meeting 2014. For further information please refer to <http://goo.gl/XeHKxo> .

This document contains the following high-lighted elements:

- **Yellow:** elements from the current constitution;
- **Blue:** not in the current constitution but compulsory for the new model;
- **Green:** not in the current constitution, optional for the new model, and recommended for inclusion.

**Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees  
(‘Association’ Model Constitution)**

Date of constitution (last amended):

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**1. Name**

The name of the Charitable Incorporated Organisation (“the CIO”) is ASSOCIATION FOR LEARNING TECHNOLOGY

**2. National Location of principal office**

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

**3. Object**

- (1) The objects of the CIO is to advance education through increasing, exploring and disseminating knowledge in the field of learning technology for the benefit of the general public.
- (2) Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008

**4. 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 has power to:

- (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;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (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;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a member of the Central Executive Committee only to the extent that is permitted to do so by clause 6 (Benefits and payments to members of the Central Executive Committee and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (6) determine categories of individual or organisational membership and set subscription rates for different categories;
- (7) amend rules, bye-laws or standing orders made under clause 26;
- (8) organise meetings, publish literature;
- (9) affiliate with any similar charity.

## 5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
  - (a) a member of the Central Executive Committee is entitled to be reimbursed from the property of the CIO or may pay out of such a property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
  - (b) a member of the Central Executive Committee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by the way of dividend, bonus or otherwise byway of profit to any member of the CIO. This does not prevent a member who is not also a member of the Central Executive Committee receiving:
  - (a) a benefit from the CIO as a beneficiary of the CIO;

- (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (3) Nothing in this clause shall prevent a member of the Central Executive Committee or connected person receiving any benefit or payment which is authorised by Clause 6.

## **6. Benefits and payments to members of the Central Executive Committee and connected persons**

### **(1) General provisions**

No member of the Central Executive Committee 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 of 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 (2) of this clause or authorised by the court or the Charity Commission (“the Commission”). In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

### **(2) Scope and powers permitting trustees’ or connected persons’ benefits**

- (a) A member of the Central Executive Committee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the members of the Central Executive Committee do not benefit in this way.
- (b) A member of the Central Executive Committee 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, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a member of the Central Executive Committee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the member of the Central Executive Committee or connected person.
- (d) A member of the Central Executive Committee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than Bank of England bank rate (also known as the base rate).
- (e) A member of the Central Executive Committee or connected person may receive rent for premises let by him or her or a connected person to the CIO.

The amount of the rent and other terms of the lease must be reasonable and proper. The member of the Central Executive Committee 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 member of the Central Executive Committee 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.

**(3) Payment for supply of goods only – controls**

The CIO and its Central Executive Committee may only rely upon the authority provided by sub-clause (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 member of the Central Executive Committee 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 members of the Central Executive Committee 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 member of the Central Executive Committee or connected person. In reaching that decision the Central Executive Committee must balance the advantage of contracting with a member of the Central Executive Committee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the party 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 members of the Central Executive Committee is present at the meeting.
- (f) The reason for their decision is recorded by the Central Executive Committee in the minute book.
- (g) A majority of the members of the Central Executive Committee then in office are not in receipt of remuneration or payments authorised by clause 6.

**(4) In sub-clauses (2) and (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 30 (Interpretation);

## **7. Conflicts of interest and conflicts of loyalty**

### **(1) A member of the Central Executive Committee 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 CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (b) absent himself or herself from any discussion of the Central Executive Committee 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).

### **(2) Any member of the Central Executive Committee 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 Central Executive Committee on the matter.**

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

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.

## **9. Membership of the CIO**

### **(1) Admission of new members**

#### **(a) Eligibility**

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause. A member may be an individual, a corporate body or an organisation which is not incorporated.

#### **(b) Admission procedure**

The Central Executive Committee:

- (i) may require applications for membership to be made in any reasonable way that they decide;

- (ii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iii) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within **21 days** of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (iv) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

## **(2) Transfer of membership**

Membership of the CIO cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the CIO has received written notification of the transfer.

## **(3) Duty of members**

**It is the duty of the member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.**

## **(4) Termination of membership**

- (a) Membership of the CIO comes to an end if:
  - (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
  - (ii) the member sends a notice of resignation to the Central Executive Committee; or
  - (iii) any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
  - (iv) the Central Executive Committee decide **unanimously** that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.
- (b) Before the Central Executive Committee take any decision to remove someone from membership of the CIO they must:
  - (i) inform the member of the reasons why it is proposed to remove him or her from membership;
  - (ii) give the member **at least 21 days notice** in which to make representations to the Central Executive Committee as to why he or she should not be removed from membership;
  - (iii) at a duly constituted meeting of the Central Executive Committee, consider whether or not the member should be removed from membership;

- (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (v) allow the member, or the member's representative, to make those representations in person or through a friend at that meeting, if the member so chooses.

## **(5) Membership fees**

The CIO may require members to pay reasonable membership fees to the CIO.

## **(6) Informal or associate (non-voting) membership**

- (a) The Central Executive Committee may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- (b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

## **10. Members' decisions**

### **(1) General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

### **(2) Taking ordinary decisions by vote**

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

### **(3) Taking ordinary decisions by written resolution without a general meeting**

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
  - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
  - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office

within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) Not less than 10% of the members of the CIO may request the Central Executive Committee to make a proposal for decision by the members.
- (e) The Central Executive Committee must within 21 days of receiving such a request comply with it if:
  - (i) the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
  - (ii) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
  - (iii) effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clause (a) to (c) of this clause apply to a proposal made at the request of the members.

#### **(4) Decisions that must be taken in a particular way**

- (a) Any decision to remove a member of the Central Executive Committee must be taken in accordance with clause 15(2).**
- (b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

### **11. General meetings of members**

#### **(1) Types of general meetings**

##### **(a) Annual General Meeting**



- (i) There must be an annual general meeting (“AGM”) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must so far as is practicable be held in the month of September or in any event at intervals of not more than 15 months.
  - (ii) The Honorary Officers must present and the AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees’ annual report, and must elect members of the Central Executive Committee as required under clause 13
  - (iii) Nominations for election as Central Executive Committee members and to the office of Vice-chair must be made by members of the CIO in writing. If nominations exceed vacancies, election shall be by ballot, conducted according to the Standing Orders of the CIO. Nominations must be in the hands of the Honorary Secretary at least 21 days before the announcement to members of the ballot opening date, or if a vacancy is filled uncontested, the announcement of the result.
- (b) Other general meetings of the members of the CIO may be held at any time. All general meetings must be held in accordance with the following provisions.

## (2) Calling general meetings

- (a) The Central Executive Committee acting through the Honorary Secretary or any other person it has specially appointed to do so:
  - (i) must call the AGM of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
  - (ii) may call any other general meeting of the members at any time.
- (b) The Central Executive Committee must, within 21 days, call a general meeting of the members of the CIO if:
  - (i) they receive a request to do so from at least 10% of the members of the CIO; and
  - (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

- (f) Any general meeting called by the Central Executive Committee at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- (g) If the Central Executive Committee fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Central Executive Committee to duly call the meeting, but the CIO shall be entitled to be indemnified by the members of the Central Executive Committee who were responsible for such failure.

### (3) Notice of general meetings

- (a) The Central Executive Committee, or, as the case may be, the relevant members of the CIO, must give:
  - (i) at least six weeks' notice of an AGM to all of the members, and to any member of the Central Executive Committee of the CIO who is not a member
  - (ii) at least 14 calendar days' notice of the agenda to all members
- (b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
  - (i) state the time and date of the meeting;
  - (ii) give the address at which the meeting is to take place;
  - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
  - (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
  - (v) include, with the notice for the AGM, the annual statement of accounts and the Central Executive Committee's annual report, details of persons standing for election or re-election as a member of the Central Executive Committee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.

- (d) Proof that an envelope containing a notice properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

#### **(4) Chairing of general meetings**

The President shall chair general meetings of the CIO and be responsible for the general oversight of the CIO's operations. If the President is absent from a General Meeting, it shall be chaired by the Chair or, failing that, by the Vice-Chair, or failing that, by any other trustee.

#### **(5) Quorum at general meetings**

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be 25 members of at least 12 months' standing who are present in person. An organisation represented by a person present at the general meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Central Executive Committee but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

#### **(6) Voting at general meetings**

- (a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

- (d) A poll may be taken:
  - (i) at the meeting at which it was demanded; or
  - (ii) at some other time and place specified by the chair; or
  - (iii) through the use of postal or electronic communications.

## **(7) Representation of organisations and corporate members**

- (a) An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.
- (b) The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

## **(8) Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/ or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **(9) Proxy voting**

- (a) Any member of the CIO 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 of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:
  - (i) states the name and address 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 or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
  - (iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate
- (b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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:
  - (i) allowing the person appointed under it as proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

- (e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member provided that the member's proxy shall not have the right to exercise that member's vote if he, she or it is present and voting at the meeting.
- (f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting to which it relates.
- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who is signed or authenticated it on that member's behalf had authority to do so.

#### **(10) Postal voting**

- (a) The CIO may, if the Central Executive Committee so decides, allow the members to vote by post or electronic mail ("email") to elect members of the Central Executive Committee or to make a decision on any matter that is being decided at a general meeting of the members.
- (b) The Central Executive Committee may appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
- (c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for the receipt of votes cast in this way:
  - (i) a notice by email, if the member has agreed to receive notices in this way under clause 22 (Use of electronic communication, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable);
  - (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (d) The voting procedure must require all forms returned by post to be in envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for name of CIO', at the CIO's principal office or such other postal address as is specified in the voting procedure.

- (e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- (f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and be counted.
- (h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a member of the Central Executive Committee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he or she, has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- (i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- (j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- (k) The scrutineers must not disclose the result of the postal/ email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- (l) Following the final declaration of the result of the vote, the scrutineers must provide to a member of the Central Executive Committee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- (m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the Central Executive Committee, to consist of two members of the Central Executive Committee and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

## **12. Central Executive Committee**

### **(1) Functions and duties of the Central Executive Committee**

- (a) The Central Executive Committee shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. The Central Executive Committee is convened annually normally no later than one day after the Annual General Meeting. This meeting is known as the Central Executive Committee Convening Meeting (“the Convening Meeting”)
- (b) It is the duty of each member of the Central Executive Committee:
- (i) To exercise his or her powers and to perform his or her functions in his or her capacity as a charity trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (ii) To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- (A) any special knowledge or experience that he or she has or holds himself or herself out as having; and,
- (B) if he or she acts as a member of the Central Executive Committee of the CIO in the course of a business or profession, to any special knowledge or experience that is reasonable to expect of a person acting in the course of that kind of business or profession.

## (2) Eligibility for trusteeship

- (a) Every member of the Central Executive Committee must be a natural person.
- (b) No individual may be appointed as a member of the Central Executive Committee of the CIO;
- If he or she is under the age of 18 years; or
  - If he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (c) All members of the Central Executive Committee are charity trustees. It follows that no person shall be entitled to act as a member of the Central Executive Committee, whether on a first or on any subsequent entry into office, until after signing in the minute book of the Central Executive Committee a declaration of acceptance and of willingness to act in the trusts of the CIO.

## (3) Composition of the Central Executive Committee

- (a) There must be at least [five] members of the Central Executive Committee. If the number falls below the minimum, the remaining members may act only to call a meeting of the Central Executive Committee, or appoint a new member of the Central Executive Committee.
- (b) The maximum number of members of the Central Executive Committee is thirteen being the following:
- (i) Continuing Posts
- (A) the President
- (B) the Chair



- (C) four members
- (ii) Newly Elected Positions
  - (A) the Vice-Chair
  - (B) two members
- (iii) Not less than one nor more than four co-opted members.
- (c) The Central Executive Committee may not appoint any member to its number if as a result the number of members would exceed the maximum.
- (d) At the Convening Meeting, the sole business of the Central Executive Committee is to complete its composition by appointing between a minimum of one and a maximum of four co-opted members, to include Chairs of Designated Sub-Committees, by custom but not by right.
- (e) Additionally, at the Convening Meeting, but not affecting the newly appointed composition of the Central Executive Committee, the Central Executive Committee will appoint:
  - (i) vacant Chairs, who will be co-opted onto the Central Executive Committee, by custom but not by right
  - (ii) honorary Officers drawn from the full complement of existing and co-opted members, within the provisions of Clause 12(5) ("Honorary Officers").
- (f) The proceedings of the Central Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

**(4) The Offices of President, Chair and Vice-Chair**

- (a) Within the provisions of Clause 11 ("General Meetings of Members") the members shall elect from amongst the membership a Vice-Chair, who shall hold office from the conclusion of the Annual General Meeting of the CIO for a period of three years and serve in the following manner:
  - i) in the first year as Vice-Chair of the CIO;
  - ii) in the second year as Chair of the CIO;
  - iii) in the third year as President of the CIO.
- (b) Election as Vice-Chair is only open to individual members of at least 12 months' standing and aged eighteen years or over on the date of the Annual General Meeting at which the Vice-Chair takes up office.
- (c) The President, Chair and Vice-Chair shall be ex-officio Members of the Central Executive Committee and any other committee established by the CIO.
- (d) In the event of the President, Chair or Vice-Chair retiring before the completion of their term, the Central Executive Committee will make interim appointments until the next official election, normally held at or prior to the following AGM.

(e) The offices of Vice-Chair, Chair and President may be held only once by any individual.

**(5) Honorary Officers**

(a) At the Convening Meeting, the Central Executive Committee shall elect from amongst their members (including co-opted members) an Honorary Secretary and a Treasurer for the CIO. The term of office for these offices must take into account the term of office relating to the officers' election or appointment to the Central Executive Committee.

(b) The day-to-day functions of the Honorary Secretary, such as those described in Clauses 11 (General Meetings of Members) and 19 (Meetings and Proceedings of the Central Executive Committee) may be carried out by such person or persons as the Central Executive Committee may appoint.

**(6) Chairs of Designated Sub-Committees**

(a) Chairs must be individual members of at least 12 months' standing and aged eighteen years or over on the date on which they are appointed.

(b) Each appointment to a vacant Chair shall be made at a meeting of the Central Executive Committee normally held no later than the day after the Annual General Meeting and shall take effect from the end of that meeting.

(c) The Chairs of Designated Sub-Committees are appointed for a period of up to three years. The appointment to a Chair of a Designated Sub-Committee is for an initial period of up to three years, and subject to a maximum of six years in succession following appointment.

(d) In the event of a Chair of a Designated Sub-Committee ceasing to hold office before the completion of their term, the Central Executive Committee will make interim appointments until the next official appointment to vacant chairs, which normally takes place at the Central Executive Committee Convening Meeting that follows the Annual General Meeting.

**(7) Policy Board**

The CIO shall have a Policy Board, consisting of representatives appointed by the organisational and individual members, which shall meet periodically to consider general policy issues for the CIO and recommend action for consideration by the Central Executive Committee.

**(8) First members of the Central Executive Committee**

The first members of the Central Executive Committee of the CIO are –

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### 13. Appointment of members of the Central Executive Committee

- (1) At the first AGM, all the members of the Central Executive Committee shall retire from the office but may offer themselves for election or co-option.
- (2) A member of the Central Executive Committee must be an individual member of at least 12 months' standing and aged eighteen years or over on the date on which he or she takes up office. They will have been elected according to Clause 11 (General Meetings of Members) and will normally hold office for a period of three years from the conclusion of the Annual General Meeting.
- (3) Co-opted Members
  - (a) Each appointment of a co-opted member of the Central Executive Committee shall be made at the Central Executive Committee Convening Meeting and shall take effect from the end of that meeting.
  - (b) Exceptionally, when the appointment of a co-opted member is to fill a place that has not been vacated by the time of that meeting, the appointment shall run from the date when the post becomes vacant.
  - (c) Co-opted members are appointed by the Central Executive Committee for a period of one year.
  - (d) In the event of a co-opted member of the Central Executive Committee ceasing to hold office before the completion of their term, the Central Executive Committee may choose to make an interim appointment or may retain a vacancy until the next Central Executive Committee Convening Meeting.
  - (e) In the event of an elected member of the Central Executive Committee ceasing to hold office before the completion of their term, the Central Executive Committee may make a co-option on an interim basis until a replacement elected member takes up office.
- (4) All the members of the Central Executive Committee may be re-elected or re-appointed, within the provisions of Clauses 12(3) (Composition of the Central Executive Committee), 12(4) (The Offices of Vice-Chair, Chair, and President), 12(5) (Honorary Officers) and 12(6) (Chairs of Designated Sub-committees).
- (5) A member of the Central Executive Committee may only serve for more than six years in succession (and in no circumstances for more than nine years in succession) if:
  - (a) he or she is elected as Vice-chair whilst currently a member of the Central Executive Committee;

(b) the Central Executive Committee, exceptionally, appoints an existing member of the Central Executive Committee as the new chair of a designated subcommittee for a three year term.

(6) Anyone who ceases to hold a position on the Central Executive Committee after six, or, exceptionally, between six and nine years' successive membership, will be considered re-eligible for election or appointment, under all the terms of this constitution, following a twelve month period in which he or she does not serve on the Central Executive Committee in any capacity.

(7) The members of the CIO or the Central Executive Committee may at any time decide to appoint a new member of the Central Executive Committee, whether in place of a member of the Central Executive Committee who has retired or been removed in accordance with clause 15 (Retirement and removal of members of the Central Executive Committee), or as an additional member of the Central Executive Committee, provided that the limit specified in clause 12(3) on the number of members of the Central Executive Committee would not as a result be exceeded.

(8) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (2) to (5) of this clause. A person so appointed by the Central Executive Committee shall retire at the conclusion of the next AGM after the date of his or her appointment but may offer himself or herself for election or co-option.

#### **14. Information for new members of the Central Executive Committee**

The Central Executive Committee will make available to each new member of the Central Executive Committee, on or before his or her first appointment:

- (a) A copy of this constitution and any amendments made to it; and
- (b) A copy of the CIO's latest Trustees' Annual Report and statement of accounts.

#### **15. Retirement and removal of members of the Central Executive Committee**

- (1) A member of the Central Executive Committee ceases to hold office if he or she:
  - (a) retires by notifying the CIO in writing (but only if five members of the Central Executive Committee will remain in office when notice of resignation takes effect);
  - (b) is absent without the permission of the Central Executive Committee 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) becomes incapable by reason of mental disorder, illness or injury or managing and administering his or her own affairs; or
  - (e) ceases to be an individual member of the CIO

- (f) is disqualified from acting as a member of the Central Executive Committee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A member of the Central Executive Committee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a member of the Central Executive Committee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/ or written representations to the members of the CIO.

## **16. Reappointment of members of the Central Executive Committee**

Subject clause 13(6), any person who retires as a member of the Central Executive Committee under clause 13(5) or by giving notice to the CIO is eligible for reappointment.

## **17. Taking of decisions by Central Executive Committee**

Any decision may be taken either:

- (1) At a meeting of the Central Executive Committee; or
- (2) By resolution in writing or electronic form agreed by all of the members of the Central Executive Committee, which may comprise either single document or several documents containing the text of the resolution in like form to each of which one or more members of the Central Executive Committee has signified their agreement.

## **18. Delegation by Central Executive Committee**

- (1) The Central Executive Committee may delegate any of their powers or functions to a Designated Sub-Committee, and, if they do, they shall determine the terms and conditions on which the delegation is made. The Central Executive Committee may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of the delegation available to the Central Executive Committee, but is subject to the following requirements:
  - (a) A Designated Sub-Committee may consist of not less than two nor more than ten members, but at least one member of each Designated Sub-Committee must be a member of the Central Executive Committee;
  - (b) The acts and proceedings of any Designated Sub-Committee must be brought to the attention of the Central Executive Committee as a whole as soon as is reasonably practicable; and
  - (c) The Central Executive Committee shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and proceedings of Central Executive Committee**

### **(1) Calling meetings**

- (a) The Central Executive Committee must hold at least two meetings each year. The Honorary Secretary and two members of the Central Executive Committee may call a special meeting on giving at least 7 days notice to the other Central Executive Committee members of the matters to be discussed.
- (b) The Convening Meeting of the newly elected Central Executive Committee called by the Honorary Secretary shall normally be held each year no later than one day after the Annual General Meeting.
- (b) Subject to that, the Central Executive Committee shall decide how their meetings are to be called, and what notice is required.

### **(2) Chairing of meetings**

The President shall chair general meetings of the CIO and be responsible for the general oversight of the CIO's operations. If the President is absent from a General Meeting, it shall be chaired by the Chair or, failing that, by the Vice-Chair, or failing that, by any other trustee.

### **(3) Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three members of the Central Executive Committee, or the number nearest to one third of the total number of members of the Central Executive Committee, whichever is greater or such larger number as the Central Executive Committee may decide from time to time.

- (b) A member of the Central Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (c) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (d) In the case of equality of votes, the Chair of the meeting shall have a second or casting vote.

**(4) Participation in meetings by electronic means**

- (a) A meeting may be held by suitable electronic means agreed by the Central Executive Committee in which each participant may communicate with all the other participants.
- (b) Any member of the Central Executive Committee participating at a meeting by suitable electronic means agreed by the Central Executive Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

**20. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the Central Executive Committee, or of a Designated Sub-Committee of Central Executive Committee, shall be valid notwithstanding the participation in any vote of a member of the Central Executive Committee:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter whether by reason of a conflict of interest or otherwise;
 if, without the vote of that member of the Central Executive Committee and that member of the Central Executive Committee being counted in the quorum, the decision has been made by a majority of the members of the Central Executive Committee at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a member of the Central Executive Committee to keep any benefit that may be conferred upon him or her by a resolution of the Central Executive Committee or a Designated Sub-Committee if, but for sub-clause (1), the resolution would have been void, or if the member of the Central Executive Committee has not complied with clause 7 (Conflicts of interest).

**21. Execution of documents**

- (1) The CIO shall execute documents either by signature or by affixing its seal (if it has one)

- (2) A document is validly executed by signature if it is signed by at least two of the members of the Central Executive Committee.
- (3) If the CIO has a seal:
  - (a) it must comply with the provisions of the General Regulations; and
  - (b) the seal must only be used by the authority of the Central Executive Committee or of a Designated Sub-Committee of Central Executive Committee duly authorised by the Central Executive Committee. The Central Executive Committee may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two members of the Central Executive Committee.

## **22. Use of electronic communications**

### **(1) General**

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.

### **(2) To the CIO**

Any member or member of the Central Executive Committee 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.

### **(3) By the CIO**

- (a) Any member or member of the Central Executive Committee 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 Central Executive Committee 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(3) (Notice of general meetings);
  - (ii) give members of the Central Executive Committee notice of their meetings in accordance with clause 19(1) (Calling meetings); and



- (iii) submit any proposal to the members or the Central Executive Committee for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 19(4) (Decisions taken by resolution in writing), or clause 11(10) (postal voting).
- (c) The CIO must –
- (i) take reasonable steps to ensure that members and the Central Executive Committee are promptly notified of the publication of any such notice or proposal; and
  - (ii) send any such notice or proposal in hard copy form to any member or member of the Central Executive Committee who has not consented to receive communications in electronic form.

### **23. Keeping of Registers**

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and the Central Executive Committee.

### **24. Minutes**

The Central Executive Committee must keep minutes of all:

- (1) Appointments of officers made by the Central Executive Committee;
- (2) Proceedings at general meetings of the CIO;
- (3) Meetings of the Central Executive Committee and Designated Sub-Committees of the Central Executive Committee including:
  - The names of the trustees present at the meeting;
  - The decisions made at the meetings; and
  - Where appropriate the reasons for the decisions;
- (4) Decisions made by the Central Executive Committee otherwise than in meetings.

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

- (1) The Central Executive Committee must comply with the requirements of the Charities Act 2011 with the regard to the keeping of accounting records, to the presentation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, 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.
- (2) The Central Executive Committee must comply with their obligation to inform the Commission within 28 days of any change in particulars of the CIO entered on the Central Register of Charities.

## 26. Rules

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

## 27. Disputes

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 try in good faith to settle the dispute by mediation before resorting to litigation.

## 28. Amendment of constitution

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

- (1) This constitution can only be amended:
  - (a) by resolution agreed in writing by all members of the CIO; or
  - (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 11 (General meetings of members).
- (2) Any alternation of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by members of the Central Executive Committee or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

## 29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. A decision by the members to wind up or dissolve the CIO can only be made:

- (a) At a general meeting of the members of CIO called in accordance with clause 11 (General meetings of members), 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.
- (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 Central Executive Committee 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.
- (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 Central Executive Committee 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 Central Executive Committee that any debts and other liabilities of the CIO have been settled or otherwise provide for in full: and
    - (iii) a statement by the Central Executive Committee 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 Central Executive Committee must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any member of the Central Executive Committee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

### 30. Interpretation

- (1) In this constitution:

**“connected person”** means:

- (a) A child, parent, grandchild, grandparent, brother, sister of the member of the Central Executive Committee;
- (b) The spouse or civil partner of the member of the Central Executive Committee or of any person falling within sub-clause (a) above;
- (c) A person carrying on business in partnership with the member of the Central Executive Committee or with any person falling within sub-clause (a) or (b) above;
- (d) An institution which is controlled –
  - (i) by the member of the Central Executive Committee or any connected person falling within sub-clause (a), (b), or (c) above; or
  - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) A body corporate in which –
  - (i) the member of the Central Executive Committee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-clause (e)(i), who, when taken together, have a substantial interest.

**“Central Executive Committee”** means the charity trustees of the CIO and a **“member of the Central Executive Committee”** means any one of the charity trustees of the CIO

The **“Communications Provisions”** means the communications Provisions in {Part 10, Chapter 4} of the General Regulations.

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

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

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

- (2) Section 118 of the Charities Act 2011 apply for the purpose of interpreting the terms used in this constitution.

