

## Constitution

Date of registration: 20 January 2017

### 1. Name

The name of the Charitable Incorporated Organisation is The Joint Mathematical Council of the United Kingdom (the "Council").

### 2. National location of principal office

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

### 3. Objects

The objects of the Council are, for the public benefit, to advance the knowledge, understanding, study and education of the public in the subject of mathematics, including by:

- 3.1. sharing knowledge, best practice and teaching methods amongst individuals and organisations teaching mathematics; and
- 3.2. liaising with mathematical bodies, national education policy makers and government in furthering the objects.

Nothing in this constitution shall authorise an application of the property of the Council 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 Council has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, but without limitation, the Council's powers include power to:

- 4.1. promote communication between mathematical bodies in the United Kingdom;
- 4.2. co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.3. establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- 4.4. acquire, merge with or to enter into partnership or joint venture arrangement with any other charity;
- 4.5. borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Council must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 4.6. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.7. sell, lease or otherwise dispose of all or any part of the property belonging to the Council. In exercising this power, the Council must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.8. employ and remunerate such staff as are necessary for carrying out the work of the Council. The Council may employ or remunerate a charity trustee only to the extent that it is permitted

to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses; and

- 4.9. deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Council 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.

## **5. Application of income and property**

- 5.1. The income and property of the Council must be applied solely towards the promotion of the objects.
  - 5.1.1. A charity trustee is entitled to be reimbursed from the property of the Council or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Council.
  - 5.1.2. A charity trustee may benefit from trustee indemnity insurance cover purchased at the Council's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2. None of the income or property of the Council may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Council. This does not prevent a member who is not also a charity trustee receiving:
  - 5.2.1. a benefit from the Council as a beneficiary of the Council; or
  - 5.2.2. reasonable and proper remuneration for any goods or services supplied to the Council.
- 5.3. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

## **6. Benefits and payments to charity trustees and connected persons**

### **6.1. General provisions**

No charity trustee or connected person may:

- 6.1.1. buy or receive any goods or services from the Council on terms preferential to those applicable to members of the public;
- 6.1.2. sell goods, services, or any interest in land to the Council;
- 6.1.3. be employed by, or receive any remuneration from, the Council;
- 6.1.4. receive any other financial benefit from the Council;

unless the payment or benefit is permitted by clause 6.2 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.

### **6.2. Scope and powers permitting trustees' or connected persons' benefits**

- 6.2.1. A charity trustee or connected person may receive a benefit from the Council as a beneficiary of the Council provided that a majority of the trustees do not benefit in this way.
- 6.2.2. 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 Council where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

- 6.2.3. Subject to clause 6.3 a charity trustee or connected person may provide the Council with goods that are not supplied in connection with services provided to the Council by the charity trustee or connected person.
- 6.2.4. A charity trustee or connected person may receive interest on money lent to the Council at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.2.5. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Council. 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.
- 6.2.6. A charity trustee or connected person may take part in the normal trading and fundraising activities of the Council on the same terms as members of the public.

**6.3. Payment for supply of goods only — controls**

The Council and its charity trustees may only rely upon the authority provided by clause 6.2.3 if each of the following conditions is satisfied:

- 6.3.1. The amount or maximum amount of the payment for the goods is set out in a written agreement between the Council and the charity trustee or connected person supplying the goods (the "supplier").
- 6.3.2. 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.
- 6.3.3. The other charity trustees are satisfied that it is in the best interests of the Council 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.
- 6.3.4. 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 Council.
- 6.3.5. 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.
- 6.3.6. The reason for their decision is recorded by the charity trustees in the minute book.
- 6.3.7. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

**6.4. In clauses 6.2 and 6.3:**

- 6.4.1. the "Council" includes any company in which the Council:
  - 6.4.1.1. holds more than 50% of the shares; or
  - 6.4.1.2. controls more than 50% of the voting rights attached to the shares; or
  - 6.4.1.3. has the right to appoint one or more directors to the board of the company;
- 6.4.2. "connected person" includes any person within the definition set out in clause 28 (Interpretation).

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

A charity trustee must:

- 7.1. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Council or in any transaction or arrangement entered into by the Council which has not previously been declared; and
- 7.2. absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest or loyalty will arise between his or her duty to act solely in the interests of the Council and any personal interest (including but not limited to any financial interest).

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.

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

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

## **9. Membership of the Council**

### **9.1. Admission of members**

- 9.1.1. The voting members of the Council shall consist of the following:
  - 9.1.1.1. the Officers from time to time; and
  - 9.1.1.2. the Participating Bodies.
- 9.1.2. The Council shall also have two principal categories of non-voting members, consisting of the following:
  - 9.1.2.1. the Co-opted Members; and
  - 9.1.2.2. the Observing Bodies.
- 9.1.3. Other references in this constitution to "members" and "membership" do not apply to non-voting members (unless otherwise stated), and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

#### **Voting members: the Officers**

- 9.1.4. The individual Officers from time to time (elected in accordance with clause 12 below) shall be voting members of the Council.

#### **Voting members: Participating Bodies**

- 9.1.5. The Council may admit organisations that are interested in furthering the objects of the Council as voting members ("Participating Bodies") in accordance with this constitution.
- 9.1.6. A Participating Body may be a corporate body or an organisation which is not incorporated.
- 9.1.7. The initial Participating Bodies on the Council shall be those organisations that were recognised as Participating Societies of the Joint Mathematical Council of the United Kingdom (the unincorporated association) at the date of registration of the Council by the Charity Commission (the "Initial Participating Bodies").

9.1.8. With the exception of the Initial Participating Bodies, no organisation may become a Participating Body unless:

9.1.8.1. it has applied for membership in a manner approved by the Council; and

9.1.8.2. the Council has approved the application.

The Council may in its absolute discretion decline to accept any organisation as a Participating Body and shall, in such circumstances, give the applicant their reasons for doing so within one month of the decision being taken.

9.1.9. The Council may from time to time prescribe criteria for membership as a Participating Body, but will not be obliged to accept organisations fulfilling those criteria as members.

9.1.10. All Participating Bodies (including the Initial Participating Bodies) shall appoint an authorised representative to attend meetings of the Council in accordance with clauses 9.1.17 and 9.1.18 below.

#### **Non-voting members: Co-opted Members**

9.1.11. The Council may co-opt individuals who are interested in furthering the objects of the Council to join as non-voting members ("Co-opted Members").

9.1.12. The number of Co-opted Members at any given time shall not exceed one half of the total number of Participating Bodies.

9.1.13. A Co-opted Member shall always retire from the Council at the Annual General Meeting following his or her appointment, at which time the Council may choose to re-appoint the relevant individual as a Co-opted Member (subject to clause 9.1.14 below).

9.1.14. A Co-opted Member may not be appointed to the Council at more than four consecutive Annual General Meetings (unless the Council resolves to override this provision in respect of a particular individual by a two-thirds majority vote).

#### **Non-voting members: Observing Bodies**

9.1.15. The Council may admit organisations to attend the proceedings of the Council as observers and non-voting members of the Council ("Observing Bodies").

9.1.16. All Observing Bodies shall appoint an authorised representative to attend meetings of the Council in accordance with clauses 9.1.17 and 9.1.18 below.

#### **Authorised representatives of organisations**

9.1.17. Each of the Participating Bodies (including the Initial Participating Bodies) and Observing Bodies shall, in accordance with its own decision-making process, authorise one person to act as their representative at general meetings of the Council, and vote if applicable. Evidence of the appointment of the representative must be provided in such form as the Council may reasonably require.

9.1.18. Each authorised representative shall only hold office until the start of the Annual General Meeting following his or her appointment, at which time the relevant Participating Body or Observing Body may choose to re-appoint the relevant person or appoint a different person as its authorised representative in accordance with clause 9.1.17 above.

## **9.2. Membership fees**

The Council may at its discretion levy subscriptions on the various classes of Council members (both

voting and non-voting), with such rates being determined each year at the Annual General Meeting.

### **9.3. Register of members**

The names of all members must be entered in the register of members, which shall include (where relevant) a note of any authorised representatives appointed from time to time.

### **9.4. Transfer of membership**

Membership of the Council cannot be transferred to anyone else except in the case of an individual representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative.

### **9.5. Duty of members**

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

### **9.6. Termination of membership**

- 9.6.1. Membership of the Council (both voting and non-voting) comes to an end if:
  - 9.6.1.1. the member dies, or, in the case of an organisation that organisation ceases to exist; or
  - 9.6.1.2. the member is an Officer and his or her term comes to an end;
  - 9.6.1.3. the member sends a notice of resignation to the charity trustees; or
  - 9.6.1.4. any sum of money owed by the member to the Council is not paid in full within six months of its falling due (unless the charity trustees resolve to override this provision in respect of a particular member); or
  - 9.6.1.5. the Council decide that it is in the best interests of the Council that the member in question should be removed from membership, and pass a resolution by a two-thirds majority vote to that effect.
- 9.6.2. Before the Council take any decision to remove someone from membership of the Council they must:
  - 9.6.2.1. inform the member of the reasons why it is proposed to remove him, her or it from membership;
  - 9.6.2.2. give the member at least 21 clear days' notice in which to make representations to the Council as to why he, she or it should not be removed from membership;
  - 9.6.2.3. at a duly constituted meeting of the Council, consider whether or not the member should be removed from membership;
  - 9.6.2.4. consider at that meeting any representations which the member makes as to why the member should not be removed; and
  - 9.6.2.5. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

### **9.7. Other classes of informal or associate (non-voting) membership**

- 9.7.1. The Council may create other associate classes of non-voting membership (in addition to the Co-opted Members and the Observing Bodies), 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.

- 9.7.2. Clause 9.1.3 relating to references in the constitution to "members" and "membership" applies to any such classes of non-voting members.

## **10. Members' decisions**

### **10.1. General provisions**

Except for those decisions that must be taken in a particular way as indicated in clause 10.4, decisions of the Council may be taken either:

- 10.1.1. by vote at a general meeting, as provided in clause 10.2 of this clause; or
- 10.1.2. by written resolution as provided in clause 10.3 of this clause.

### **10.2. Taking ordinary decisions by vote**

Subject to clause 10.4, any decision of the Council 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 (unless otherwise stated) including votes cast by postal or email ballot, and proxy votes (if applicable).

### **10.3. Taking ordinary decisions by written resolution without a general meeting**

- 10.3.1. Subject to clause 10.4, a resolution in writing agreed by a simple majority (unless otherwise required) 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:
  - 10.3.1.1. a copy of the proposed resolution has been sent to all the members eligible to vote; and
  - 10.3.1.2. a simple majority of members (unless otherwise required) has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 clear 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, authenticated by the signature of its authorised representative), by a statement of their identity accompanying the document, or in such other manner as the Council has specified.
- 10.3.2. The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- 10.3.3. Eligibility to vote on the resolution is limited to members who are voting members of the Council on the date when the proposal is first circulated in accordance with clause 10.3.1 above.

#### **Member proposal for a written resolution**

- 10.3.4. Not less than one third of the voting members of the Council may request the charity trustees to make a proposal for a decision in writing by the members.
- 10.3.5. The charity trustees must within 21 clear days of receiving such a request comply with it if:
  - 10.3.5.1. the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

- 10.3.5.2. the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
- 10.3.5.3. effect can lawfully be given to the proposal if it is so agreed.
- 10.3.6. Sub-clauses 10.3.1 to 10.3.3 above apply to a proposal made at the request of members.

#### **10.4. Decisions that must be taken in a particular way**

- 10.4.1. Any decision to remove a trustee must be taken in accordance with clause 14.2.
- 10.4.2. Any decision to amend this constitution must be taken in accordance with clause 26 of this constitution (Amendment of Constitution).
- 10.4.3. Any decision to wind up or dissolve the Council must be taken in accordance with clause 27 of this constitution (Voluntary winding up or dissolution).
- 10.4.4. Any decision to amalgamate or transfer the undertaking of the Council to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.
- 10.4.5. Any decisions in relation to the election of Officers and Elected Trustees must be taken in accordance with clause 12.

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

#### **11.1. Annual general meeting (and other general meetings)**

- 11.1.1. There must be an annual general meeting (“AGM”) of the members of the Council in November or December of each year.
- 11.1.2. At the AGM, the Council must:
  - 11.1.2.1. receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report;
  - 11.1.2.2. announce formally the result of the election of any Officers (if applicable) during the preceding year;
  - 11.1.2.3. elect the Elected Trustees (if applicable) as required under clause 12;
  - 11.1.2.4. appoint (or re-appoint) Co-opted Members if applicable; and
  - 11.1.2.5. transact any other business brought forward by the charity trustees or by the Chair at his or her discretion or by the members in accordance with the constitution.
- 11.1.3. Copies of the annual statement of accounts and the trustees' annual report adopted by the Council shall be circulated or made available to all Participating Bodies and Observing Bodies within two months of the AGM in question.
- 11.1.4. Other general meetings of the members of the Council may be held at any time, but the Council shall hold at least one additional general meeting in every calendar year.
- 11.1.5. All general meetings must be held in accordance with the following provisions.

#### **11.2. Calling general meetings**

- 11.2.1. The charity trustees must call:

- 11.2.1.1. the AGM of the members of the Council in accordance with clause 11.1; and
  - 11.2.1.2. an additional general meeting of the members in accordance with clause 11.1.4.
- 11.2.2. Other general meetings of the Council may be called at any time by:
- 11.2.2.1. the Chair; or
  - 11.2.2.2. a majority of the charity trustees; or
  - 11.2.2.3. a requisite majority of the voting members of the Council, in accordance with clauses 11.2.3 to 11.2.9 below.

**Member request for a general meeting**

- 11.2.3. The charity trustees must, within 21 clear days, call a general meeting of the members of the Council if:
- 11.2.3.1. they receive a request to do so from at least one third of the voting members of the Council; and
  - 11.2.3.2. 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.
- 11.2.4. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- 11.2.5. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- 11.2.6. Any general meeting called by the charity trustees at the request of the members of the Council must be held within 28 clear days from the date on which it is called.
- 11.2.7. If the charity trustees 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.
- 11.2.8. 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.
- 11.2.9. The Council must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Council shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

**11.3. Notice of general meetings**

- 11.3.1. The Secretary (on behalf of the charity trustees) or, as the case may be, the relevant members of the Council, must give at least 28 clear days' notice of any general meeting to all of the members and to any charity trustee of the Council who is not a member (if applicable).
- 11.3.2. An agenda for the meeting must also be sent out to all members following any such notice, arriving at least 5 clear days before the relevant meeting.
- 11.3.3. If it is agreed by not less than 90% of all voting members of the Council, any resolution may be proposed and passed at the meeting even though the requirements of clause 11.3.1 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.

- 11.3.4. The notice of any general meeting must:
- 11.3.4.1. if the meeting is the AGM, identify the meeting as such;
  - 11.3.4.2. state the time and date of the meeting, and give the address at which the meeting is to take place;
  - 11.3.4.3. 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;
  - 11.3.4.4. if a proposal to alter the constitution of the Council is to be considered at the meeting, include the text of the proposed alteration; and
  - 11.3.4.5. include details of persons standing for election or re-election as a trustee, or where allowed under clause 20 (Use of electronic communication), details of where the information may be found on the Council's website, and with the notice for the AGM draft copies of the annual statement of accounts and trustees' annual report.
- 11.3.5. Proof that an envelope containing a notice was 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.
- 11.3.6. 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 Council.

#### **11.4. Chairing of general meetings**

The Chair of the Council shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Council who are present at a general meeting shall elect a chair to preside at the meeting.

#### **11.5. Quorum at general meetings**

- 11.5.1. No business may be transacted at any general meeting of the members of the Council unless a quorum is present when the meeting starts.
- 11.5.2. Subject to the following provisions, the quorum for general meetings shall be one third of the voting members. An organisation represented by a person present at the meeting in accordance with clause 9.1.17, is counted as being present in person.
- 11.5.3. If the meeting has been called by or at the request of the members and a quorum is not present within 1 hour of the starting time specified in the notice of the meeting, the meeting is closed.
- 11.5.4. If the meeting has been called in any other way and a quorum is not present within 1 hour 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 Council's members at least seven clear days before the date on which it will resume.
- 11.5.5. If a quorum is not present within 1 hour of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

- 11.5.6. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees 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.

## **11.6. Voting at general meetings**

- 11.6.1. 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 if applicable) (unless otherwise stated). Every member has one vote (unless otherwise provided in the rights of a particular class of membership under this constitution or any accompanying Bye laws).
- 11.6.2. 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.
- 11.6.3. 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 shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 28 clear days of the demand for the poll.
- 11.6.4. A poll may be taken:
- 11.6.4.1. at the meeting at which it was demanded; or
  - 11.6.4.2. at some other time and place specified by the chair; or
  - 11.6.4.3. through the use of postal or electronic communications (in accordance with clause 11.8).
- 11.6.5. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

### **Casting vote of the chair of the meeting**

- 11.6.6. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting, vote.

## **11.7. Proxy voting**

- 11.7.1. Any voting member of the Council (or authorised representative of a voting member) who is unable to attend a general meeting may appoint another person as a deputy (or "proxy") to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the Council. Proxies must be appointed by a notice in writing sent by post or electronic mail ("email"), (a "proxy notice") which:
- 11.7.1.1. states the name and address of the voting member appointing the proxy;
  - 11.7.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 11.7.1.3. is signed by or on behalf of the voting member appointing the proxy, or is authenticated in such manner as the Council may determine; and

- 11.7.1.4. is delivered to the Council in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- 11.7.2. 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.
- 11.7.3. Unless a proxy notice indicates otherwise, it must be treated as:
  - 11.7.3.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 11.7.3.2. 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.
- 11.7.4. A voting 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 Council by or on behalf of that member, and an appointment under a proxy notice may be revoked by notifying the Council.

## **11.8. Postal voting**

- 11.8.1. The Council may, if the charity trustees so decide, allow the voting members to vote by post or email to elect Officers or Elected Trustees, or to make a decision on any matter that is being decided at a general meeting of the members.
- 11.8.2. If postal and / or email voting is to be allowed on a matter, the Council must send to voting members of the Council in advance of the deadline for receipt of votes cast in this way:
  - 11.8.2.1. a notice by email, if the member has agreed to receive notices in this way under clause 20 (Use of electronic communications, 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 Council, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
  - 11.8.2.2. 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.
- 11.8.3. The charity trustees may determine how postal and / or email votes are to be returned to the Council in relation to a particular vote.
- 11.8.4. 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 not be counted.
- 11.8.5. Votes cast by post or email must be counted by the charity trustees before the meeting at which the vote is to be taken, and the Chair must be provided with written confirmation of the number of valid votes received by post and email and any votes received which were invalid.
- 11.8.6. The charity trustees (or other person overseeing voting at a general meeting) must ensure that 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, she or it 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.

11.8.7. The charity trustees 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 charity trustees declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

11.8.8. Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two other members of the Council. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

### **11.9. Adjournment of meetings**

The chair of the meeting 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.

### **11.10 Participation in meetings by electronic means**

11.10.1 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all other participants.

11.10.2 Any members participating at a meeting by suitable electronic means agreed by the charity trustees in which any participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

11.10.3 Meetings held by electronic means must comply with the rules for meetings contained in this constitution or any Bye laws, including chairing and the taking of minutes.

## **12. Charity trustees**

### **12.1. Functions and duties of charity trustees**

The charity trustees shall manage the affairs of the Council and may for that purpose exercise all the powers of the Council. It is the duty of each charity trustee :

12.1.1. to exercise his or her powers and to perform his or her functions as a trustee of the Council in the way he or she decides in good faith would be most likely to further the purposes of the Council; and

12.1.2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

12.1.2.1. any special knowledge or experience that he or she has or holds himself or herself out as having; and

12.1.2.2. if he or she acts as a charity trustee of the Council in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### **12.2. Eligibility for trusteeship**

12.2.1. Every charity trustee must be a natural person.

12.2.2. No one may be appointed as a charity trustee:

12.2.2.1. if he or she is under the age of 18 years; or

12.2.2.2. if he or she would automatically cease to hold office under the provisions of clause 14.1.6.

12.2.3. No one is entitled to act as a charity trustee, whether on appointment or on any re-appointment, until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

### 12.3. Number of charity trustees

12.3.1. The charity trustees shall consist of the following:

12.3.1.1. the Officers of the Council from time to time, being the:

12.3.1.1.1. Chair;

12.3.1.1.2. Deputy Chair (if the members opt to appoint one in accordance with clause 12.5.5);

12.3.1.1.3. Secretary; and

12.3.1.1.4. Treasurer;

12.3.1.2. two Elected Trustees; and

12.3.1.3. two Co-opted Trustees, subject to the further co-options permitted under clauses 12.5.11.2, 12.6.7 and 12.6.8.

12.3.2. There must be at least four charity trustees at any given time. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

12.3.3. The maximum number of charity trustees that can be appointed is as provided in clause 12.3.1. No trustee appointment may be made in excess of these provisions.

### 12.4. First charity trustees

The first charity trustees (including the first Officers) of the Council are as follows, and are appointed for the following terms:

Trustee name	Role	Deemed retirement date
Paul Glaister	Chair	At the end of the AGM in 2018
Peter Thomas	Secretary	At the end of the AGM in 2016
Paul Harris	Treasurer	At the end of the AGM in 2017
Sally Barton	Elected Trustee	At the end of the AGM in 2016
Sue Pope	Elected Trustee	At the end of the AGM in 2017
Ros Hyde	Co-opted Trustee	At the end of the AGM in 2016
Hilary Povey	Co-opted Trustee	At the end of the AGM in 2016

### 12.5. The Officers

12.5.1. The Council shall elect suitable individuals to serve as the officers of the Council, being the Chair, Secretary and Treasurer, and also the Deputy Chair if the members opt to appoint one (the "Officers").

12.5.2. The Council may define the roles of the elected Officer positions, and assign specific responsibilities to such roles (in separate Bye laws if required).

- 12.5.3. Apart from the first Officers (who shall retire on their deemed retirement date listed above), all elected Officers shall retire at the end of the third AGM following their appointment, resulting in a term of approximately three years.
- 12.5.4. The charity trustees will seek to ensure that a three-year cycle of appointments is maintained, with the commencement of the term of office of:
- 12.5.4.1. the Secretary at the AGM in 2016;
- 12.5.4.2. the Treasurer at the AGM in 2017; and
- 12.5.4.3. the Chair at the AGM in 2018;
- and so on.
- 12.5.5. The members may also choose to include the appointment of a Deputy Chair in the next set of Officer elections, by passing a resolution to this effect at an AGM. Following such a resolution, the Secretary shall then list the role of Deputy Chair among the vacant Officer positions in the following year when issuing the request for nominations from the Participating Bodies (under clause 12.7.2.1).
- 12.5.6. For clarification, a resolution passed by the members in accordance with clause 12.5.5 above shall only result in the Deputy Chair role becoming available for a single term. If the members wish to continue the Deputy Chair role upon expiry of the term, they must always pass a resolution at the preceding AGM to this effect in accordance with clause 12.5.5.
- 12.5.7. An Officer who has served for two consecutive terms may not be reappointed as an Officer for a third consecutive term or otherwise serve as a charity trustee, but may be eligible for reappointment as a charity trustee after an interval of at least one year.
- 12.5.8. Subject to clause 12.2, any person may be eligible for nomination and appointment as an Officer, meaning a nominee does not need to be an authorised representative of a Participating Body (or Observing Body).
- 12.5.9. If an authorised representative of a Participating Body (or Observing Body) is elected as an Officer:
- 12.5.9.1. his or her appointment as representative will automatically cease upon the commencement of his or her term as Officer; and
- 12.5.9.2. the relevant Participating Body (or Observing Body) must appoint a new authorised representative in his or her place.

#### **Casual vacancies among the Officer roles**

- 12.5.10. In the event of a casual vacancy arising among the Officers due to a retirement or removal in accordance with clause 14, the charity trustees may designate one of the other charity trustees to serve as the “Acting” Chair, Deputy Chair (if applicable), Secretary or Treasurer to serve the remainder of the term of the Officer they replace. This will allow for the three-year cycle of appointments to continue and for a full nomination process to take place in respect of the Officer role. For this purpose, a charity trustee may hold more than one Officer position.
- 12.5.11. In the event of a vacancy arising due to a failure of the Council to elect an Officer at a general meeting, the charity trustees may:
- 12.5.11.1. designate one of the existing charity trustees to serve in the Officer role for the full length of the intended term, in accordance with clause 12.5.10 above; or
- 12.5.11.2. co-opt an individual as an additional charity trustee from among the

authorised representatives of the Participating Bodies to serve in the relevant Officer role for the full length of the intended term.

- 12.5.12. In the event of a vacancy arising due to a retirement or removal of a Deputy Chair in accordance with clause 14, or a failure of the Council to elect a Deputy Chair, the charity trustees may choose not to fill this role.

## **12.6. The Elected Trustees**

- 12.6.1. The Council shall elect two of the authorised representatives of Participating Bodies to serve as charity trustees (the “Elected Trustees”).
- 12.6.2. Apart from the first Elected Trustees (who shall retire on their deemed retirement date listed above), all Elected Trustees shall retire at the end of the third AGM following their appointment, resulting in a term of approximately three years (unless otherwise determined by Council in advance of the relevant election).
- 12.6.3. In order to be eligible for nomination for the position of an Elected Trustee, the relevant person will need to be the anticipated authorised representative of a Participating Body for the ensuing year.
- 12.6.4. Existing Elected Trustees may put themselves forward for re-election but must comply with the formal nomination process described at clause 12.7.
- 12.6.5. An Elected Trustee who has served for two consecutive terms (meaning a continuous term of approximately six years) may not be reappointed for a third consecutive term or otherwise serve as a charity trustee, but may be eligible for reappointment as a charity trustee after an interval of at least one year. The Council may though resolve to override this provision in respect of a particular individual by a two-thirds majority vote.
- 12.6.6. When an authorised representative of a Participating Body is elected as an Elected Trustee, their appointment as representative of the relevant Participating Body on the Council shall continue.

### **Casual vacancies among the Elected Trustees**

- 12.6.7. In the event of a casual vacancy arising among the Elected Trustees due to a retirement or removal in accordance with clause 14 or a failure of the Council to elect an Elected Trustee at an AGM, the charity trustees may co-opt an individual as an additional charity trustee from among the authorised representatives of the Participating Bodies to serve in place of the relevant Elected Trustee until the next AGM (allowing for nominations to be called in accordance with clause 12.7.2.2).
- 12.6.8. In the event of a casual vacancy arising among the Elected Trustees due to an automatic removal under clause 14.1.3 (where an Elected Trustee ceases to be the authorised representative for their Participating Body), the charity trustees may resolve by unanimous vote to allow the relevant individual to continue to serve as an Elected Trustee until the next AGM.

## **12.7. Nomination process**

- 12.7.1. The Secretary (or such other individual as the charity trustees may appoint) shall have general responsibility for organisation and administration of the election of the Officers and the Elected Trustees, including receipt of nominations and the role of returning officer.
- 12.7.2. Each year the Secretary must write to all of the Participating Bodies calling for formal nominations as follows:
- 12.7.2.1. in respect of any Officer roles becoming vacant at the next AGM, by the end of March in the relevant year; and
- 12.7.2.2. in respect of any Elected Trustees being appointed at the next AGM, by the end of August in the relevant year.

- 12.7.3. Nominations for Officers and Elected Trustees may be made by a Participating Body, who must ensure the Secretary receives any such nominations:
- 12.7.3.1. in respect of any Officer roles, by the end of April in the relevant year; and
  - 12.7.3.2. in respect of any Elected Trustees, by the end of September in the relevant year.
- 12.7.4. The formal nomination must be made in writing and consist of:
- 12.7.4.1. a statement by the relevant nominee confirming that they are willing to stand for election;
  - 12.7.4.2. a short statement by nominee of what they will bring to the post;
  - 12.7.4.3. a short CV in respect of the relevant nominee; and
  - 12.7.4.4. in the case of an Officer role, a formal indication of support for the nominee in writing from at least two Participating Bodies, to show a breadth of support for an individual who is to serve the entire Council.
- 12.7.5. A Participating Body must not nominate (or provide written support for) more than one individual for any Officer role. For clarity, a Participating Body may nominate an individual within, or an authorised representative of, another Participating Body if it wishes.

**Nomination for Chair by the charity trustees**

- 12.7.6. If the position of Chair is being filled at the next AGM, the Secretary shall also write to the charity trustees calling for a formal nomination in respect of this particular role by the end of March in the relevant year.
- 12.7.7. If the charity trustees make a nomination for the position of Chair pursuant to clause 12.7.6, they must ensure the Secretary receives the nomination by the end of April in the relevant year.
- 12.7.8. A formal nomination of the charity trustees must comply with all the requirements in clause 12.7.4 except clause 12.7.4.4 (in respect of the formal indication of support from two of the Participating Bodies).

**12.8. Election process for Officers (at a general meeting prior to the AGM)**

- 12.8.1. If there is no more than one nominee for any Officer role in a given year, the relevant individual shall be appointed to the role automatically at the relevant time without the need for a further ballot.
- 12.8.2. If the Secretary receives more than one nomination for an Officer role by the required deadline, the Council shall hold an election for the role by secret ballot at a general meeting of the Council held no later than the end of June.
- 12.8.3. If such an election is required, the Secretary shall announce the forthcoming election in respect of an Officer role as soon as possible to all of the voting members by such means as the charity trustees determine.
- 12.8.4. The names of all nominees for any Officer roles shall be circulated with the notice of the relevant general meeting to all the voting members of the Council.
- 12.8.5. All the voting members of the Council (being the Officers and all of the Participating Bodies) shall have one vote in respect of a ballot for an Officer role.

- 12.8.6. The Secretary may conduct a postal and / or email vote in accordance with clause 11.8 to ensure that all Officers and Participating Bodies are able to participate in the election.
- 12.8.7. The nominee with the most number of votes shall be elected to the relevant Officer role.
- 12.8.8. In the event of a tie, the Chair will have a further casting vote, unless the vote relates to the role of Chair.
- 12.8.9. The Secretary must notify the Council of the results of the ballot in advance of the next AGM, and invite any such Officers being appointed to attend.
- 12.8.10. Any Officers elected in this manner shall take office at the end of the subsequent AGM.

#### **12.9. Election process for Elected Trustees (at the AGM)**

- 12.9.1. If there is no more than one nominee for any Elected Trustee vacancy, the relevant individual shall be appointed to the role automatically at the relevant time without the need for a further ballot.
- 12.9.2. If the Secretary receives more than one nomination for an Elected Trustee vacancy by the required deadline, the Council shall hold an election for the role by secret ballot at the AGM of the Council.
- 12.9.3. If such an election is required, the Secretary shall announce a forthcoming election in respect of an Elected Trustee role to all of the voting members by such means as the charity trustees determine.
- 12.9.4. The names of all nominees for any Elected Trustee roles shall be circulated with the notice of the AGM to all the voting members of the Council.
- 12.9.5. All the voting members of the Council (being the Officers and all of the Participating Bodies) shall have one vote in respect of a ballot for any Elected Trustee role.
- 12.9.6. The Secretary may conduct a postal and / or email vote in accordance with clause 11.8 to ensure that all Officers and Participating Bodies are able to participate in the election.
- 12.9.7. The nominee with the highest number of votes shall be elected as the Elected Trustee, and the result shall be announced at the relevant AGM.
- 12.9.8. In the event of a tie, the Chair will have a further casting vote.
- 12.9.9. Any Elected Trustees elected in this manner shall take office at the end of the relevant AGM.

#### **12.10. Co-option of charity trustees**

- 12.10.1. The Council may also co-opt two authorised representatives of Participating Bodies to serve as charity trustees from time to time ("Co-opted Trustees").
- 12.10.2. Any such Co-opted Trustees shall serve until the next AGM following their appointment, at which time they must retire (at the end of the AGM).
- 12.10.3. The Council may choose to re-appoint an individual as a Co-opted Trustee following their retirement at the AGM, though a Co-opted Trustee who has served for three consecutive terms (meaning a continuous term of approximately three years) may not be reappointed for a fourth consecutive term or otherwise serve

as a charity trustee, but may be eligible for reappointment after an interval of at least one year.

- 12.10.4. The Council may resolve to override the restriction in clause 12.10.3 above in respect of a particular individual by a two-thirds majority vote).

### **13. Information for new charity trustees**

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- 13.1. a copy of this constitution, a copy of any Bye laws issued pursuant to clause 24 and any amendments made to these documents; and
- 13.2. a copy of the Council's latest trustees' annual report and statement of accounts.

### **14. Retirement and removal of charity trustees**

- 14.1. A charity trustee ceases to hold office if he or she:
- 14.1.1. reaches the date when the term of office to which he or she was elected / appointed is completed and he or she is not re-elected / reappointed to a further term;
  - 14.1.2. retires by notifying the Council in writing (but only if three charity trustees will remain in office when the notice of resignation takes effect);
  - 14.1.3. ceases to be the authorised representative for their Participating Body, in the case of an Elected Trustee or Co-opted Trustee (subject to clause 12.6.8, in the case of Elected Trustees);
  - 14.1.4. is absent without the permission of the charity trustees from two successive meetings and the trustees resolve that his or her office be vacated;
  - 14.1.5. dies;
  - 14.1.6. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - 14.1.7. 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);
  - 14.1.8. is the subject of a resolution passed by at least two-thirds of the charity trustees eligible to vote, requiring that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify the removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or making written representations to the trustees; or
  - 14.1.9. is removed by the voting members of the Council in accordance with clauses 14.2 and 14.3.
- 14.2. A charity trustee 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.
- 14.3. A resolution to remove a charity trustee 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 Council.

## **15. Taking of decisions by charity trustees**

Any decision may be taken either:

- 15.1. at a meeting of the charity trustees; or
- 15.2. by resolution in writing or electronic form agreed by a simple majority of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

## **16. Delegation by charity trustees**

- 16.1. The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- 16.2. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
  - 16.2.1. a committee may consist of two or more persons;
  - 16.2.2. if any decision-making power has been delegated to the committee, then at least one member of the committee must be a charity trustee;
  - 16.2.3. the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
  - 16.2.4. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **17. Meetings and proceedings of charity trustees**

### **17.1. Calling meetings**

- 17.1.1. Any two charity trustees may call a meeting of the charity trustees.
- 17.1.2. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

### **17.2. Chairing of meetings**

- 17.2.1. The Chair of the Council shall, if present and willing to act, preside as chair of the meeting. If the Chair is unwilling to preside or is not present within 30 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

### **17.3. Procedure at meetings**

- 17.3.1. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four charity trustees, or such larger number as the charity trustees may decide from time to time. A charity trustee 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.
- 17.3.2. Questions arising at a meeting shall be decided by a majority of those eligible to vote.

17.3.3. In the case of an equality of votes, the chair shall have a second or casting vote.

#### **17.4. Participation in meetings by electronic means**

17.4.1. A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

17.4.2. Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

17.4.3. Meetings held by electronic means must comply with rules for meetings contained in this constitution or any Bye laws, including chairing and the taking of minutes.

### **18. Saving provisions**

18.1. Subject to clause 18.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

18.1.1. who was disqualified from holding office;

18.1.2. who had previously retired or who had been obliged by the constitution to vacate office;

18.1.3. 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 charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

18.2. Clause 18.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 18.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

### **19. Execution of documents**

19.1. The Council shall execute documents either by signature or by affixing its seal (if it has one).

19.2. A document is validly executed by signature if it is signed by at least two of the charity trustees.

19.3. If the Council has a seal:

19.3.1. it must comply with the provisions of the General Regulations; and

19.3.2. it must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

### **20. Use of electronic communications**

#### **20.1. General**

The Council will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- 20.1.1. the requirement to provide within 21 clear days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- 20.1.2. any requirements to provide information to the Commission in a particular form or manner.

## **20.2. To the Council**

Any member or charity trustee of the Council may communicate electronically with the Council to an address specified by the Council for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Council.

## **20.3. By the Council**

- 20.3.1. Any member or charity trustee of the Council, by providing the Council with his or her email address or similar, is taken to have agreed to receive communications from the Council in electronic form at that address, unless the member has indicated to the Council his or her unwillingness to receive such communications in that form.
- 20.3.2. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
  - 20.3.2.1. provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
  - 20.3.2.2. give charity trustees notice of their meetings in accordance with clause 17.1 (Calling meetings); and
  - 20.3.2.3. submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the Council's powers under clause 10 (Members' decisions), 10.3 (Decisions taken by resolution in writing), or the provisions for postal voting (clause 11.8).
- 20.3.3. The charity trustees must :
  - 20.3.3.1. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
  - 20.3.3.2. 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.

## **21. Keeping of Registers**

The Council 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.

## **22. Minutes**

The Secretary (on behalf of the charity trustees) must keep (or collate) minutes of all:

- 22.1. appointments of Officers;
- 22.2. proceedings at general meetings of the Council;
- 22.3. meetings of the charity trustees and committees of charity trustees including:
  - 22.3.1. the names of the trustees present at the meeting;

- 22.3.2. the decisions made at the meetings; and
- 22.3.3. where appropriate, the reasons for the decisions; and
- 22.4. decisions made by the charity trustees otherwise than in meetings.

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

- 23.1. 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.
- 23.2. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Council, within 10 months of the financial year end.
- 23.3. The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Council entered on the Central Register of Charities.

## **24. Bye laws**

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

## **25. Disputes**

If a dispute arises between members of the Council 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.

## **26. Amendment of constitution**

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

- 26.1. This constitution can only be amended:
  - 26.1.1. by resolution agreed in writing by all members of the Council; or
  - 26.1.2. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Council.
- 26.2. Any alteration of clause 3 (Objects), clause 27 (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 Council or persons connected with them, requires the prior written consent of the Charity Commission.
- 26.3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 26.4. A copy of any resolution altering the constitution, together with a copy of the Council'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.

## **27. Voluntary winding up or dissolution**

- 27.1. As provided by the Dissolution Regulations, the Council may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Council can only be made:
  - 27.1.1. at a general meeting of the members of the Council called in accordance with clause 11 (Meetings of Members), of which not less than 28 clear days' notice has been given to those eligible to attend and vote:

- 27.1.1.1. by a resolution passed by a 75% majority of those voting, or
    - 27.1.1.2. 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
  - 27.1.2. by a resolution agreed in writing by all members of the Council.
- 27.2. Subject to the payment of all the Council's debts:
  - 27.2.1. Any resolution for the winding up of the Council, or for the dissolution of the Council without winding up, may contain a provision directing how any remaining assets of the Council shall be applied.
  - 27.2.2. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Council shall be applied.
  - 27.2.3. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Council.
- 27.3. The Council must observe the requirements of the Dissolution Regulations in applying to the Commission for the Council to be removed from the Register of Charities, and in particular:
  - 27.3.1. the charity trustees must send with their application to the Commission:
    - 27.3.1.1. a copy of the resolution passed by the members of the Council;
    - 27.3.1.2. a declaration by the charity trustees that any debts and other liabilities of the Council have been settled or otherwise provided for in full; and
    - 27.3.1.3. a statement by the charity trustees setting out the way in which any property of the Council has been or is to be applied prior to its dissolution in accordance with this constitution;
  - 27.3.2. the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Council, and to any charity trustee of the Council who was not privy to the application.
- 27.4. If the Council is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## 28. Interpretation

In this constitution:

- 28.1. "**charity trustee**" means a charity trustee of the Council;
- 28.2. "**clear days**" means, in relation to a period of a notice, that period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;
- 28.3. "**Council**" means The Joint Mathematical Council of the United Kingdom;
- 28.4. the "**Communications Provisions**" means the Communications Provisions in the General Regulations;
- 28.5. "**connected person**" means:
  - 28.5.1. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
  - 28.5.2. the spouse or civil partner of the charity trustee or of any person falling within clause 28.5.1 above;

- 28.5.3. a person carrying on business in partnership with the charity trustee or with any person falling within clauses 28.5.1 and 28.5.2 above;
- 28.5.4. an institution which is controlled –
  - 28.5.4.1. by the charity trustee or any connected person falling within clauses 28.5.1, 28.5.2 or 28.5.3; or
  - 28.5.4.2. by two or more persons falling within sub-clause 28.5.4.1, when taken together;
- 28.5.5. a body corporate in which:
  - 28.5.5.1. the charity trustee or any connected person falling within clauses 28.5.1, 28.5.2 or 28.5.3 has a substantial interest; or
  - 28.5.5.2. two or more persons falling within clause 28.5.5.1 who, when taken together, have a substantial interest.

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

- 28.6. "**Dissolution Regulations**" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;
- 28.7. "**General Regulations**" means the Charitable Incorporated Organisations (General) Regulations 2012;
- 28.8. the "**Officers**") means the Chair, [Deputy Chair], Secretary and Treasurer of the Council, elected in accordance with clause 12;
- 28.9. a "**poll**" means a counted vote or ballot, usually (but not necessarily) in writing.

In this constitution a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.