

CONSTITUTION OF A CHARITABLE INCORPORATED ORGANISATION WITH VOTING MEMBERS OTHER THAN ITS CHARITY TRUSTEES: 'ASSOCIATION' MODEL CONSTITUTION

Date of constitution adopted: 1 September 2017

Last amended:

1. NAME

The name of the Charitable Incorporated Organisation ("the CIO") is
UK Society for Co-operative Studies

2. NATIONAL LOCATION OF PRINCIPAL OFFICE

The principal office of the UK Society for Co-operative Studies (UKSCS) is in England

3. OBJECTS

The object of the UKSCS is

To advance the education of the public concerning all aspects of the co-operative movement, and co-operative forms of structure, and in particular to assist, commission and/or identify, and to publish research into the aforementioned areas and to promote the exchange of information and experience on co-operative studies and research.

Nothing in this constitution shall authorise an application of the property of the UKSCS 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 UKSCS has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. The UKSCS's powers include power to:

- (a) identify, promote, undertake, commission research, surveys, studies or work that furthers the objects of UKSCS;
- (b) publish or provide for the publication of co-operative studies, research, and practice and to sell and/or distribute gratis or otherwise any such publications;
- (c) promote face-to-face and virtual exchange of information and experience on co-operative studies, research and activities through local, regional, national and international networks, meetings, conferences and other activities in line with UKSCS objects;
- (d) provide and or contract for services that further the UKSCS objects;
- (e) co-operate with other charities, voluntary bodies, social enterprises, co-operatives, and mutual, public and private sector organisations, and others to further the objects of the UKSCS;
- (f) raise funds, and generate income including membership/subscription incomes and primary purpose trading, that furthers the objects of UKSCS
- (g) accept financial assistance, donations, grants, endowments gifts and loans or money whether subject to any special trusts and conditions or not;
- (h) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. UKSCS must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (i) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (j) sell, lease or otherwise dispose of all or any part of the property belonging to UKSCS. In exercising this power, UKSCS must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

- (k) employ and remunerate such staff as are necessary for carrying out the work of the UKSCS. UKSCS 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;
- (l) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of UKSCS 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

(1) The income and property of UKSCS must be applied solely towards the promotion of the objects.

- (a) A board member is entitled to be reimbursed from the property of UKSCS or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of UKSCS.
- (b) A board member may benefit from trustee indemnity insurance cover purchased at UKSCS'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 UKSCS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of UKSCS. This does not prevent a member who is not also a board member receiving:

- (a) a benefit from UKSCS as a beneficiary of the CIO;
- (b) reasonable and proper remuneration for any goods or services supplied to UKSCS.

(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 BOARD MEMBERS AND CONNECTED PERSONS

(1) General provisions

No board member or connected person may:

- (a) buy or receive any goods or services from UKSCS on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to UKSCS;
- (c) be employed by, or receive any remuneration from UKSCS;
- (d) receive any other financial benefit from the UKSCS, unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting board members' or connected persons' benefits

- (a) A board member or connected person may receive a benefit from UKSCS as a beneficiary of UKSCS provided that a majority of the board members do not benefit in this way.
- (b) A board member 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 UKSCS where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a board member or connected person may provide UKSCS with goods that are not supplied in connection with services provided to UKSCS by the board member or connected person.

(d) A board member or connected person may receive interest on money lent to UKSCS at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A board member or connected person may receive rent for premises let by the trustee or connected person to UKSCS. The amount of the rent and the other terms of the lease must be reasonable and proper. The board member 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 board member or connected person may take part in the normal trading and fundraising activities of UKSCS on the same terms as members of the public.

(3) Payment for supply of goods only – controls

UKSCS and its board members 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 UKSCS and the board member 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 board members are satisfied that it is in the best interests of UKSCS to contract with the supplier rather than with someone who is not a board member or connected person. In reaching that decision the board members must balance the advantage of contracting with a board member or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the UKSCS.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of board members is present at the meeting.
- (f) The reason for their decision is recorded by the board members in the minute book.
- (g) A majority of the board members 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) “UKSCS” includes any company in which the UKSCS:
 - 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

A board member 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 UKSCS or in any transaction or arrangement entered into by UKSCS which has not previously been declared; and
- (b) absent himself or herself from any discussions of the board members in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of UKSCS and any personal interest (including but not limited to any financial interest).

Any board member 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 board members on the matter.

8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF UKSCS IF IT IS WOUND UP

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

9. Membership of UKSCS

(1) Admission of new members

(a) Eligibility

The first members of UKSCS shall be the first Board members whose names are listed in clause 12(4) of this constitution

Membership of UKSCS is open to anyone aged 16 or over who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause, and have paid or agreed to pay any subscription or other sum due in respect of membership

A member may be an individual aged 16 or over, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

(b) Admission procedure

The Board:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (iii) may refuse an application for membership if they believe that it is in the best interests of UKSCS for them to do so;
- (iv) 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
- (v) 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 UKSCS 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 UKSCS has received written notification of the transfer.

(3) Duty of members

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

(4) Termination of membership

(a) Membership of UKSCS 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 board members; or
- (iii) any sum of money owed by the member to UKSCS is not paid in full within six months of its falling due; or
- (iv) the board members decide that it is in the best interests of UKSCS that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of UKSCS they must:

- (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
- (ii) give the member at least 21 clear days' notice in which to make representations to the board as to why he, she or it should not be removed from membership;
- (iii) at a duly constituted meeting of the board members, consider whether the member should be removed from membership, or not;
- (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 at that meeting, if the member so chooses.

(5) Membership fees

The Board shall determine such procedures and principles as deemed necessary in relation to subscription payments by members.

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

(a) The board members 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 UKSCS 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 UKSCS 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 UKSCS 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 UKSCS on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) Not less than 10% of the members of UKSCS may request the board members to make a proposal for decision by the members.

(e) The board members 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-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

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

(a) Any decision to remove a trustee 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 UKSCS must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of UKSCS 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 meeting

There must be an annual general meeting (AGM) of the members of UKSCS. The first AGM must be held within 18 months of the registration of UKSCS, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

Other general meetings of the members of UKSCS may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

(a) The Board members:

(i) must call the annual general meeting of the members of UKSCS 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 Board members must, within 21 days, call a general meeting of the members of UKSCS if:

(i) they receive a request to do so from at least 10% of the members of UKSCS; 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 UKSCS 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 Board at the request of the members of UKSCS must be held within 28 days from the date on which it is called.

(g) If the Board fails 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) UKSCS must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Board to duly call the meeting, but UKSCS shall be entitled to be indemnified by the board members who were responsible for such failure

(3) Notice of general meetings

(a) The Board members, or, as the case may be, the relevant members of UKSCS, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of UKSCS who is not a member.

(b) If it is agreed by not less than 90% of all members of UKSCS, 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 UKSCS 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 trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on UKSCS's website.

(d) 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.

(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 UKSCS.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of UKSCS who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of UKSCS unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three members. An organisation represented by a person present at the 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 UKSCS'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 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.

(g) Participation in meetings by electronic means

(i) A meeting may be held by suitable electronic means agreed by the Board in which each participant may communicate with all the other participants.

(ii) Any member participating at a meeting by suitable electronic means agreed by the Board in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(iii) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

(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. 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 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 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, as decided by the Board

(e) 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.

(f) 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.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of UKSCS may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the UKSCS.

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 UKSCS

(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.

12. CHARITY TRUSTEES: The Board

(1) Functions and duties of Board members

The Board shall manage the affairs of UKSCS and may for that purpose exercise all the powers of UKSCS, including:

- (a) Periodic review of the aims and objectives of UKSCS and oversight of its activities
- (b) Safeguarding the assets of UKSCS
- (c) Ensuring the effective and efficient use of resources of UKSCS

(2) It is the duty of each charity Board member:

(a) to exercise his or her powers and to perform his or her functions as a Board member of UKSCS in the way he or she decides in good faith would be most likely to further the purposes of UKSCS; and

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

(i) any special knowledge or experience that he or she has or holds himself or herself out as having; and

(ii) if he or she acts as a board member of UKSCS 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.

(3) Eligibility for board membership

(a) Every Board member must be a natural person.

(b) No one may be appointed as a Board member:

- if he or she is under the age of 16 years; or
- if he or she would automatically cease to hold office under the provisions of clause 15(1)(f), or where the Board becomes aware that, at the time of appointment or subsequently, that that person was removed from office as a member of a co-operative/co-operative society board in the previous ten years and the Board decides that, it is in the best interests of UKSCS that that person should not be appointed or that their appointment should be terminated

(c) No one is entitled to act as a Board member whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the board members decide, his or her acceptance of the office of Board member and has signed a code of conduct in place at the time of his/her appointment.

(4) Number of Board members

(a) There should be

Not less than 3 nor more than 9 Board members elected by the membership (“elected Board member”);

2 ex officio Board members appointed by the Board;

(b) There must be at least three Board members. If the number falls below this minimum, the remaining member(s) may act only to call a meeting of the Board, or appoint a new Board member.

(c) The maximum number of Board members that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.

(5) First Board members

The first Board members of UKSCS are –

Ian Adderley
Cheryl Barrott
Richard Bickle
Mervyn Eastman
Gillian Lonergan (ex-officio)
John Maddocks
Nick Matthews
Jan Myers (ex officio)
Rory Ridley-Duff
Cilla Ross

13. APPOINTMENT OF BOARD MEMBERS

(1) Elected Board members

(a) At the first annual general meeting of the members of UKSCS all the elected Board members shall retire from office, but shall be eligible to re-stand subject to clause 16 and meeting the criteria in clause 12(3)

(b) At every subsequent annual general meeting of the members of UKSCS, one-third of the elected Board members shall retire from office. If the number of elected Board members is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;

(c) The Board members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;

(d) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (e) of this clause;

(e) The members or the Board members may at any time decide to appoint a new Board member, whether in place of Board member who has retired or been removed in accordance with clause [15] (Retirement and removal of board members), or as an additional Board member, provided that the limit specified in clause 12(4) on the number of Board members would not as a result be exceeded;

(f) A person so appointed by the members of UKSCS shall retire in accordance with the provisions of sub-clauses (b) and (c) of this clause. A person so appointed by the Board members shall retire at the conclusion of the annual general meeting next following the date of his appointment, and shall not be counted for the purpose of determining which of the board members is to retire by rotation at that meeting.

(2) Ex officio board members

The Journal of Co-operative Studies editor-in-chief and associate editor (production) for the time being “the office holders”) shall automatically, by virtue of holding that office (“ex officio”), be a Board member.

If unwilling to act as a board member, the office holder may:

- (a) before accepting appointment as a Board member, give notice in writing to the Board of his or her unwillingness to act in that capacity; or
- (b) after accepting appointment as a Board member, resign under the provisions contained in clause 15 (Retirement and removal of board members).

The office of ex officio Board member will then remain vacant until the office holder ceases to hold office.

14. INFORMATION FOR NEW BOARD MEMBERS

The Board will make available to each new Board member, 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 UKSCS’s latest trustees’ annual report and statement of accounts.

15. RETIREMENT AND REMOVAL OF BOARD MEMBERS

(1) A Board member ceases to hold office if he or she:

- (a) retires by notifying UKSCS in writing (but only if enough Board members will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the Board from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) is removed by the members of UKSCS in accordance with sub-clause (2) of this clause or
- (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A Board member shall be removed from office if a resolution to remove that Board member 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.

A resolution to remove a Board member 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 an appeal to the Board and/or oral and/or written representations to the members of UKSCS.

16. REAPPOINTMENT OF BOARD MEMBERS

Any person who retires as a Board member by rotation or by giving notice to UKSCS is eligible for reappointment. A Board member who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years.

17. TAKING OF DECISIONS BY BOARD MEMBERS

Any decision may be taken either:

- (a) at a meeting of the Board members; or
- (b) by resolution in writing or electronic form agreed by all of the Board members, 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 board members has signified their agreement.

18. DELEGATION BY BOARD MEMBERS

(1) The Board members 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 Board members 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 delegation available to the board members, but is subject to the following requirements -

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a Board member;
- (b) the acts and proceedings of any committee must be brought to the attention of the Board members as a whole as soon as is reasonably practicable; and
- (c) the Board members shall from time to time review the arrangements which they have made for the delegation of their powers.

19. MEETINGS AND PROCEEDINGS OF BOARD MEMBERS

(1) Calling meetings

- (a) Any Board member may call a meeting of the Board members.
- (b) Subject to that, the Board members shall decide how their meetings are to be called, and what notice is required.
- (c) A meeting of the Board, called a special general meeting, may be called at any time by the Chair, or at the request in writing of any four members
- (d) Where the Chair, or in his/her absence, the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special general meeting and a copy of the proposed agenda may be given within less than seven calendar days.

(d) A special meeting may, but need not, be held immediately before or after an ordinary meeting

(2) Chairing of meetings

At their first meeting following the Annual General Meeting, the Board shall appoint one of their number as the chair to facilitate meetings of the Board. The chair appointed to facilitate meetings of the Board shall also facilitate general meetings. The chair shall stand down at the Annual General Meeting following the date on which s/he was appointed, but shall, if s/he remains a Board member be subject to re-appointment to the position of chair.

The Board members may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Board members present may appoint one of their number to chair that meeting.

(3) Honorary officers

In addition to the chair, the Board of Directors may elect from amongst their own number such Honorary Officers, as they think fit. Honorary Officers so elected by the Board may be removed by them. Honorary Officers shall serve for a period of one year after which they must stand down but shall be eligible for re-election.

(4) Procedure at meetings

(a) Every Board member shall act in the best interests of UKSCS and shall not be bound to speak or vote by mandates given by any other body or person.

(b) 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 board members, or the number nearest to one-third of the total number of board members, whichever is greater, or such larger number as the board members may decide from time to time. A Board member 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 an equality of votes, the chair 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 Board members in which each participant may communicate with all the other participants.

(b) Any Board member participating at a meeting by suitable electronic means agreed by the Board members 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 Board members, or of a committee of Board members, shall be valid notwithstanding the participation in any vote of a Board member:

who was disqualified from holding office;

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

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 Board member and that Board member being counted in the quorum, the decision has been made by a majority of the board members at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Board member to keep any benefit that may be conferred upon him or her by a resolution of the board members or of a committee of board members if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest and conflicts of loyalty).

21. EXECUTION OF DOCUMENTS

(1) UKSCS 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 board members.

(3) If UKSCS has a seal:

(a) it must comply with the provisions of the General Regulations; and

(b) it must only be used by the authority of the board members or of a committee of Board members duly authorised by the Board members. The board members may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two Board members.

22. USE OF ELECTRONIC COMMUNICATIONS

(1) General

UKSCS 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.

23. KEEPING OF REGISTERS

UKSCS 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 board members.

24. MINUTES

The Board must keep minutes of all:

(1) appointments of officers made by the Board members;

(2) proceedings at general meetings of UKSCS;

(3) meetings of the Board members and committees of Board members including:

i. the names of the trustees present at the meeting;

ii. the decisions made at the meetings; and

iii. where appropriate the reasons for the decisions;

(4) decisions made by the board members otherwise than in meetings.

25. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

(1) The Board members must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of UKSCS, within 10 months of the financial year end.

(2) The Board members must comply with their obligation to inform the Commission within 28 days of any change in the particulars of UKSCS entered on the Central Register of Charities.

26. RULES

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

27. DISPUTES

If a dispute arises between members of UKSCS 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.

28. AMENDMENT OF CONSTITUTION

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

(1) This constitution can only be amended:

(a) by resolution agreed in writing by all members of UKSCS; or

(b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of UKSCS.

(2) Any alteration 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 board members or members of UKSCS 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 any resolution altering the constitution, together with a copy of UKSCS'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.

29. VOLUNTARY WINDING UP OR DISSOLUTION

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

(a) at a general meeting of the members of UKSCS called in accordance with clause 11 (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 UKSCS.

(2) Subject to the payment of all UKSCS's debts:

(a) Any resolution for the winding up of UKSCS, or for the dissolution of UKSCS without winding up, may contain a provision directing how any remaining assets of UKSCS shall be applied.

(b) If the resolution does not contain such a provision, the board members must decide how any remaining assets of UKSCS shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of UKSCS.

(3) UKSCS must observe the requirements of the Dissolution Regulations in applying to the Commission for UKSCS to be removed from the Register of Charities, and in particular:

(a) the board members must send with their application to the Commission:

(i) a copy of the resolution passed by the members of UKSCS;

(ii) a declaration by the board members that any debts and other liabilities of UKSCS have been settled or otherwise provided for in full; and

(iii) a statement by the board members setting out the way in which any property of UKSCS has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the Board members must ensure that a copy of the application is sent within seven days to every member and employee of UKSCS, and to any charity trustee of UKSCS who was not privy to the application.

(4) If UKSCS is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. INTERPRETATION

In this constitution:

“Board” or **“Board members(s)”** means the charity trustees

“connected person” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the Board member; (b) the spouse or civil partner of the Board member or of any person falling within

sub-clause (a) above;

(c) a person carrying on business in partnership with the Board member or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled

(i) by the Board member 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 which

(i) the Board member 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.

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

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

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

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

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

“terms” in rule 16 means the period of time starting on the date a person is appointed by the members to the board and ending on the date on which that person retires from the board by rotation. in rule 16 means the period of time starting on the date a person is appointed by the members to the board and ending on the date on which that person retires from the board by rotation.