



1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is the Association of University Administrators (“AUA” or “the Association”).

2. National Location of Principal Office

The principal office of the CIO is in England.

3. Object

The object of the CIO is to advance and assist in the advancement of education by fostering sound methods of leadership, management and administration in further and higher education by education, training, and other means.

4. Powers

- 1) The Association and its property shall be managed and administered by a Board of Trustees (“the Board” or “the Trustees”) whose members shall be appointed in accordance with the provisions of this Constitution. All those elected or appointed to the Board become Trustees of the Association carrying the legal and financial responsibilities enshrined in prevailing legislation and statutory regulation;
- 2) Subject to the provisions of this Constitution, the Board is responsible for executing the overall vision and direction adopted by the Association at its general meetings.
- 3) The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO’s powers include power to:
 - a) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
 - b) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - c) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
 - d) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO 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;
 - e) to contract with a person or organisation to provide such services as are necessary for the proper pursuit of the Object
 - f) to obtain and pay for such goods and services as are necessary for carrying out the work of the CIO;
 - g) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - h) to organise conferences, professional development events, and other educational courses and activities;
 - i) to issue journals, newsletters, good practice guides, and other publications;
 - j) to advance a code of professional standards which shall be binding on all members;

- k) to advance the AUA statement of Values and professional behaviours which all categories of members shall be required to observe;
- l) to promote and facilitate contact and the exchange of ideas between appropriate individuals and organizations nationally and internationally;
- m) to make financial grants and awards to individuals, organisations, associations, or other charitable bodies;
- n) to raise funds in accordance with prevailing good practice and statutory regulation;
- o) to co-operate with other charities, voluntary bodies, and statutory bodies and to exchange information and advice with them;
- p) to establish or support any charitable trusts, associations, or institutions formed for any of the charitable purposes included in the Object;
- q) to acquire, merge with, or enter into any partnership or joint venture agreement with any other Charity formed for any of the charitable purposes included in the Object;
- r) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do so by the Trustee Act 2000;
- s) to set aside income as a reserve against future expenditure in accordance with a written reserves policy;
- t) to constitute networks of the Association in accordance with any bye-law established for that purpose;
- u) to grant recognition to appropriate substructures in accordance with any bye-law established for that purpose;
- v) subject to the provisions of clause 5 (Application of Income and Property) of this Constitution, to purchase indemnity insurance for the Trustees;
- w) to do all such other lawful things as are necessary for the achievement of the Object.

5. Application of Income and Property

- 1) The income and property of the CIO must be applied solely towards the promotion of the objects.
 - a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
 - a) A benefit from the CIO as a beneficiary of the CIO;
 - b) Reasonable and proper remuneration for any goods or services supplied to the CIO.
- 3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6 (Benefits and Payments to Charity Trustees and Connected Persons), or as a member of the Association on the same terms as other members.
- 4) A charity trustee may:
 - a) sell goods, services or any interest in land to the Association;
 - b) be employed by or receive any remuneration from the Association;
 - c) receive any other financial benefit from the Association;

- if:
- d) he or she is not prevented from so doing by clause 6 (Benefits and Payments to Charity Trustees and Connected Persons); and
 - e) the benefit is permitted by sub-clause 1 (b) of this clause; or
 - f) the benefit is authorised by the trustees in accordance with the conditions in clause 7 (Conflicts of Interest and Conflicts of Loyalty).
- 5) In cases covered by sub-clause 4 of this clause, those trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Association to contract with or employ that Trustee rather than with someone who is not a trustee and they must record the reason for their decision in the minutes. In reaching that decision the trustees must balance the advantage of contracting with or employing a trustee against the disadvantage of doing so (especially the loss of the trustee's services as a result of dealing with the trustees' conflict of interest).
 - 6) If the trustees fail to follow this procedure, the resolution to confer a benefit upon the trustee will be void and the trustee must repay to the Association the value of any benefit received by the trustee from the Association.
 - 7) In this clause and clause 6 (Benefits and Payments to Charity Trustees and Connected Persons), "trustee", shall include any person, firm or company connected with the trustee.

6. Benefits and Payments to Charity Trustees and Connected Persons

1) General provisions

No charity trustee or connected person may:

- a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- b) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the 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 trustees' or connected persons' benefits

- a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
 - b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
 - d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
 - e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
 - f) The reason for their decision is recorded by the charity trustees in the minute book.
 - g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by this clause.
- 4) In sub-clauses (2) and (3) of this clause:
- a) “the CIO” includes any company in which the CIO:
 - i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or
 - iii. has the right to appoint one or more directors to the board of the company;
 - b) “connected person” includes any person within the definition set out in clause 35 (Interpretation);

7. Conflicts of Interest and Conflicts of Loyalty

A charity trustee must:

- 1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- 2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).
- 3) Not be counted in determining whether the meeting is quorate;
- 4) Not vote on the proposal.
- 5) 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.
- 6) The Trustees may only authorise a transaction falling within sub-clauses 4 a)-c) of clause 5 (Application of Income and Property) if the Trustee body comprises a majority of Trustees who have not received any such benefit.

8. Liability of Members to Contribute to the Assets of the CIO if it is Wound Up

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

9. Membership of the CIO

1) Admission of new members

a) Eligibility

Membership of the CIO is open to:

- i. anyone who is interested in furthering its purposes, and
- ii. meet the conditions of membership prescribed in the bye-laws, and
- iii. have paid any entrance fees, subscriptions, and other fees or payments as set out in the bye-laws; and
- iv. are admitted by the trustees in accordance with the bye-laws; and
- v. 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.

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

Insofar as they are not prescribed by this Constitution, the rights, privileges, and responsibilities of members shall be set out in the bye-laws.

b) Admission procedure

The charity trustees:

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

2) Transfer of membership

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

3) Duty of members

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

4) Termination of membership

a) Membership of the CIO comes to an end if:

- i. the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
 - ii. the member sends a written notice of resignation to the charity trustees, unless, after the resignation there would be fewer than two members; or
 - iii. any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
- b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:
 - i. inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - ii. give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
 - iii. at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
 - iv. consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

5) Membership fees

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

6) Informal or associate (non-voting) membership

- a) The charity trustees may, from time to time, make provision in the bye-laws, for the creation of 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.

- 7) The Trustees must keep a register of members which must be made available to any member upon request.

10. Members' Decisions

1) General provisions

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

2) Taking ordinary decisions by vote

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

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

- a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
 - i. a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - ii. a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.
 - b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
 - c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph a) above.
 - d) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.
 - e) The charity trustees 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 (Retirement and Removal of Trustees).
 - b) Any decision to amend this constitution must be taken in accordance with clause 31 of this constitution (Amendment of Constitution).
 - c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 32 of this constitution (Voluntary Winding Up or Dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General Meetings of Members

- 1) The member of the Association meeting in general meetings shall be responsible for confirming the overall vision and direction of the Association, and advising the Trustees on how to achieve the Object.
- 2) Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must 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), the trustees' annual report, the provisional budget for the coming year and must elect trustees as required under clause 12 (Charity Trustees).

Other general meetings of the members of the CIO may be held at any time and shall be called special general meetings.

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

- 3) Calling general meetings
 - a) The charity trustees:
 - i. must call the annual general meeting of the members of the CIO in accordance with sub-clause (2) 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 charity trustees must, within 28 days from the date on which the notice is deemed to have been served to all members and Trustees, call a general meeting of the members of the CIO if:
 - i. they receive a request to do so from at least 20% of the members of the CIO or at least one hundred members of the CIO whichever is the lesser number; and
 - ii. the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
 - c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 10% were substituted for 20%.
 - 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 charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
 - g) If the 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.
 - h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
 - i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.
- 4) Notice of general meetings
 - a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.
 - b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
 - c) The notice of any general meeting must:
 - i. state the time and date of the meeting;
 - ii. give the address at which the meeting is to take place;
 - iii. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - iv. if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;

- v. include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 24 (Use of Electronic Communications), details of where the information may be found on the CIO'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 the CIO.
- 5) Chairing of general meetings
- The person nominated as chair by the charity trustees under clause 21(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 the CIO who are present at a general meeting shall elect a chair to preside at the meeting.
- 6) Quorum at general meetings
- a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
 - b) Subject to the following provisions, the quorum for general meetings shall be the lesser of 10% or fifty 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 30 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 30 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
 - e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
 - f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the 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.
- 7) Voting at general meetings
- a) Any decision other than one falling within clause 10(4) (Members Decisions) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
 - b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
 - c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other

matter shall be taken, and the result of the poll 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.
- 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 the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

8) Adjournment of meetings

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

- 9) In so far as it is not regulated by this Constitution, the business of a general meeting shall be conducted in accordance with any bye-law established for that purpose.

12. Charity Trustees

1) Functions and duties of charity trustees

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

- a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- 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 charity trustee of the CIO 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.
- c) The Trustees may regulate the proceedings of the Board as they think fit, subject to the provisions of sub-clause (2) of this clause.

2)

- a) Any Trustee may call a meeting of the Board. The Secretary must call a meeting of the Board if requested to do so by a Trustee.

- b) The minimum period of notice required to hold a meeting of the Board is seven days from the date on which the notice is deemed to have been given. The notice must specify the date, time, and place of the meeting and the general nature of the business to be transacted and must be given to all Trustees.
 - c) Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
 - d) If the Chair is not present or is otherwise unable to preside, the Vice-Chair will chair the meeting. If the Vice-Chair is not present or is otherwise unable to preside, the Trustees present will appoint one of their number to chair the meeting.
 - e) No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is proposed to be made. The quorum shall be three or one third of the total number of Trustees, whichever is the greater number. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
 - f) The Board may from time to time resolve that any decisions between its meetings may be taken by means of a conference conducted by post or by electronic mail ("e-mail") provided that:
 - i. a notice specifying the matter to be decided upon shall be circulated to all Trustees;
 - ii. at least seven days shall be allowed between the date such notice is deemed to have been given and the date the decision is to be made;
 - iii. any decision shall require the consent in writing or by e-mail of two-thirds of the Trustees entitled to vote upon the matter;
 - iv. any decision shall be fully and promptly reported to the next meeting of the Board.
- 3) Eligibility for trusteeship
- a) Every charity trustee must be a natural person.
 - b) No one may be appointed as a charity trustee:
 - if he or she is under the age of 18 years;
 - if he or she would automatically cease to hold office under the provisions of clause 15(1)(f) (Retirement and Removal of Charity Trustees);or,
 - if he or she is not an individual member of the Association.

Individuals who are not Members of the Association upon applying to become a Trustee may still be considered for nomination to the Board as a Trustee but shall be required to become a Member before becoming a Trustee.
 - c) 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.
- 4) Number of charity trustees
- The Board shall consist of the following members:
- a) the Chair of the Association ("the Chair") shall be a Trustee of the Association who will be elected in accordance with the provisions of this Constitution and who shall chair meetings of the Board;

- b) the Vice-Chair of the Association (“the Vice-Chair”) shall be a Trustee of the Association who will be elected in accordance with the provisions of this Constitution;
 - c) the Treasurer (“the Treasurer”) shall be a Trustee of the Association who will be appointed by the Board in accordance with the provisions of this Constitution;
 - d) up to eight members of the Association nominated in accordance with the provisions of this Constitution;
 - e) the Chair of the AUA Board of Studies;
 - f) up to two Members of the Association co-opted by the Board.
- 5) The Secretary to the Board and a Clerk shall attend formal meetings of the Board but will not be a Trustee of the Association.
- a) A senior employee of the AUA Office shall act as Secretary to the Board of Trustees.
 - b) A Clerk to the Board of Trustees may be appointed by the Board for any period at the discretion of the Officers of the Association.
- 6) The Board shall appoint each year a Treasurer who shall hold office from 01 August in the year of appointment and shall together with the Secretary, Chair and Vice-Chair constitute the Officers of the Association. The Officers shall exercise such responsibilities as are defined in accordance with any bye-law established for that purpose.
- 7) First charity trustees
The first charity trustees of the CIO are;
- 1- Kathryn Fowler
 - 2- Chris Ince
 - 3- Sara Corcoran
 - 4- John Baker
 - 5- Sue MacGregor
 - 6- Nicola Owen
 - 7- Mark Crittenden
 - 8- Sam Bayley
 - 9- Stephen McAuliffe
 - 10- Victoria Goddard
 - 11- Amanda Oliver

13. Appointment of Charity Trustees

- 1) The Board of Trustees is responsible for the appointment of new Trustees and the conduct of the nomination processes required by this Constitution in accordance with any bye-law established for that purpose and subject to the provisions of sub-clause (2) of this clause.
 - a) Notice shall be given to all members of the vacancies specifying the nominations procedures.
 - b) Such procedures must allow a reasonable period from the date of notice being given for the nomination process to be undertaken.
 - c) Any person wishing to be nominated for a Trustee vacancy must follow the nominations procedures as specified by the Association.

- d) Nominees are not required to be Members of the Association at the point of application but must agree to become a Member if nominated before becoming a Trustee.
- 2) The Board of Trustees will establish a Nominations Panel to consider and recommend the appointment of new Trustees to the Board.
- a) The membership of the Nominations Panel should consist of at least two Trustees (normally including one of the Officers), two co-opted members of the Association who are not Trustees, and a senior member of staff from the AUA.
 - b) In considering potential Trustees, the Nominations Panel will assess individuals' relevant skills, knowledge and experience in clearly defined areas determined by the Board of Trustees, taking into account the skills mix and experience of existing members.
 - c) The Nominations Panel will recommend appointment of its preferred candidates to the Board of Trustees, subject to formal approval by the full Board of Trustees.
- 3) A Trustee shall normally hold office for a term of three years from 01 August in the year of election or appointment and upon the expiry of such term shall be eligible to be elected or appointed for a further consecutive term of three years. Any period of office as a Trustee, whether elected or appointed will be counted towards that Trustee's term of office for the purposes of this sub-clause. Thereafter, he or she must retire from the Board for at least three years before being eligible for re-appointment or re-election. Any period of office served by any Trustee as Vice-Chair and / or Chair shall not be counted towards that Trustee's term of office for the purposes of this sub-clause. Election of a serving Trustee as Vice-Chair/Chair will not result in a casual Trustee vacancy on the Board.

14. Information for New Charity Trustees

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

- a) a copy of this constitution and any amendments made to it; and
- b) a copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and Removal of Charity Trustees

- 1) A charity trustee ceases to hold office if he or she:
- a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings this being at least two Trustees);
 - b) is absent without the permission of the charity trustees from three or more consecutive meetings 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 disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011, Charities and Trustee Act (Scotland) (2005) any other relevant legislation, and all statutory modification or re-enactment thereof;

- f) ceases to be a member of the Association.
- 2) 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 CIO.

16. Reappointment of Charity Trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. A charity trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least three years.

17. Taking of Decisions by Charity Trustees

Any decision may be taken either:

- a) at a meeting of the charity trustees; or
- b) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
- c) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

18. The Chair and Vice-Chair of the Association

- 1) The Chair of the Association who shall be a serving Trustee of the Association shall be elected by a ballot amongst all members of the Association to serve for a period of two years from 01 August in the year of taking office as Chair.
- 2) The Board shall appoint a Returning Officer who shall be responsible to the Trustees for the conduct of elections required by this Constitution in accordance with any bye-law established for that purpose and subject to the provisions of this clause.
- 3) Notice shall be given to all members specifying the nomination and election procedures.
 - a) Such procedures must allow a period of not less than fourteen days from the date of notice being given for nominations to be received by the Returning Officer.
 - b) All Members entitled to vote at general meetings shall be entitled to nominate candidates, stand for election, and vote in elections.
 - c) The determination of any election shall be by single transferable vote.

- 4) Any person wishing to stand for election must:
 - a) submit to the Returning Officer a notice indicating their willingness to stand for election following such procedures as may be contained in any bye-law for that purpose;
 - b) be nominated by at least two serving Trustees of the Association entitled to vote at general meetings.
- 5) Following an election pursuant to sub-clauses 1), 2), 3) and 4) of this clause:
 - a) the Chair-elect shall serve as Vice-Chair of the Association for one year before taking office as Chair;
 - b) upon completion of a term of office as Chair, the retiring Chair shall serve as Vice-Chair for one year.
- 6) Any person who has served as Chair shall not be eligible for re-election as Chair within two years of completing a term of office as Vice-Chair under the provisions of sub-clause (5)(b) of this clause.
- 7) A casual vacancy in the office of Chair shall be filled from the serving members of the Board of Trustees by election at the next opportunity, the duties of Chair being executed in the meantime by the Vice-Chair. Any person elected to fill such a vacancy shall serve for the unexpired portion of the term and shall be eligible for re-election at the next election. The Board may at its discretion appoint one of its members as Vice-Chair for any period when that office is vacant.

19. Honorary President of the Association

- 1) There shall be an Honorary President of the Association (“the Honorary President”) who shall undertake such activities as may be requested by the Board of Trustees or prescribed from time to time in the bye-laws.
- 2) The Board shall be responsible for appointing the Honorary President in accordance with any bye-law established for the purpose.
- 3) The normal expectation is that the Honorary President shall hold office for a period of two years from 01 August in the year of appointment and may be reappointed for further terms of office at the discretion of the Board.

20. Delegation by Charity Trustees

- 1) The charity trustees may delegate any of their powers or functions to a committee, committees or a nominated individual, and, if they do, they must determine the terms and conditions on which the delegation is made and this is recorded in the minute book. The charity trustees 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 charity trustees, 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 charity trustee;
 - b) (b) 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
 - c) (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
- 3) The Board may delegate responsibility for the execution of contracts to a nominated individual or individuals provided that the terms of such delegation are recorded in the minute book. The execution of any contract on behalf of the Trustees must be fully and promptly reported to the Board.

21. Meetings and Proceedings of Charity Trustees

- 1) Calling meetings
 - a) Any charity trustee may call a meeting of the charity trustees.
 - b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

2) Chairing of meetings

The charity trustees 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 charity trustees present may appoint one of their number to chair that meeting.

3) Procedure at meetings

- a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, 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.
- b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- c) 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 charity trustees in which each participant may communicate with all the other participants.
- b) 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.
- c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

22. Saving Provisions

- 1) Subject to sub-clause (2) of this clause, 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:
 - 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 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.

- 2) Sub-clause (1) of this clause 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 sub-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).

23. Execution of Documents

- 1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- 2) A document is validly executed by signature if it is signed by at least two of the charity trustees.
- 3) If the CIO 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 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.

24. Use of Electronic Communications

- 1) The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
 - a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
 - b) any requirements to provide information to the Commission in a particular form or manner.

25. Keeping of Registers

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

26. Minutes

The charity trustees must keep minutes of all:

- 1) appointments of officers made by the charity trustees;
- 2) proceedings at general meetings of the CIO;
- 3) meetings of the charity trustees and committees of charity trustees including:
- 4) the names of the trustees present at the meeting;
- 5) the decisions made at the meetings; and
- 6) where appropriate the reasons for the decisions;
- 7) decisions made by the charity trustees otherwise than in meetings.
- 8) Without prejudice to the provisions of clause 4 of this Constitution (Powers), no resolution or act arising from:
 - a) a meeting of the Board;

- b) a meeting of a committee of the Board;
- c) a general meeting of the Association shall be invalidated by reason of a defect in the composition, conduct, or notification of the meeting except where such a defect can be shown to have materially affected the outcome of the meeting.

27. Accounting records, accounts, annual reports and returns, register maintenance

- 1) The charity trustees must comply with the requirements of the Charities Act 2011, the Charities and Trustee Act (Scotland) 2005, with regard to:
 - a) the keeping of accounting records,
 - b) to the preparation, scrutiny, publication and distribution of statements of accounts,
 - c) to the preparation of annual reports and returns.
 - d) the statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- 2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.
- 3) The accounts must be prepared in accordance with the provision of any Statement of Recommend Practice issued by the Association's regulators for the time being.

28. Notices

- 1) Any notice required to be served on any member of the Association shall be in writing or by e-mail.
- 2) Notice may be served on any member:
 - a) personally; or
 - b) by sending it by post in a prepaid envelope addressed to the member at his or her last known address in the United Kingdom or Ireland; or
 - c) by the transmission of an e-mail to the member at his or her last known e-mail address.
- 3) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom or Ireland shall not be entitled to receive any notice from the Association.
- 4) Notice shall be deemed to have been given forty-eight hours after the envelope containing it was posted or in the case of an e-mail forty-eight hours after it was sent.
- 5) Any member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

29. Rules

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

30. Disputes

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

31. 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 the CIO; or
 - b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- 2) Any alteration of clause 3 (Object), clause 32 (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 CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- 3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 4) A copy of any resolution altering the constitution, together with a copy of the CIO'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.
- 5) No amendment may be made that would have the effect of causing the Association to cease to be a Charity at law.
- 6) No amendment may be made to clause 5 (Application of Income and Property) without the prior consent of the Association's regulators for the time being, as required.

32. Voluntary Winding Up or Dissolution

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

- ii. a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - iii. a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
- b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- 4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.
- 5) The Trustees must collect in all the assets of the Association and must pay or make provision for all its liabilities.
- 6) The Trustees must apply any remaining property or money:
 - a) Directly for the Object;
 - b) By transfer to any Charity or charities for purposes the same or similar to the Association;
 - c) In such other manner as the Association's regulators for the time being may approve in writing in advance.
- 7) The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Trustees are to apply the remaining property or assets of the Association and the Trustees must comply with the resolution if it is consistent with paragraphs a-c in sub-clause (7) above.
- 8) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association, except to a member that is itself a Charity.

33. Bye-laws

- 1) The Trustees may from time to time make and/or amend bye-laws for the conduct of the business of the Association and must adopt such means as they think sufficient to bring the bye-laws to the attention of the members of the Association.
- 2) The bye-laws must be consistent with, and shall not affect nor repeal, the terms and provisions of this Constitution.
- 3) The bye-laws may regulate the following matters but are not restricted to them:
 - a) the admission of members of the Association (including the admission of organisations to membership), and the conditions of membership, and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b) the procedure at general meetings and meetings of the Board in so far as such procedure is not regulated by this Constitution;
 - c) the responsibilities of the Honorary President in so far as these are not regulated by this Constitution;
 - d) the procedure for the appointment of the Honorary President in so far as this is not regulated by this Constitution;

- e) the constitution of substructures of the Association
 - f) the conduct of elections or procedures for appointment and nomination in so far as these are not regulated by this Constitution;
 - g) generally, all such matters as are conducive to the effective conduct of the business of the Association and the achievement of its Object.
- 4) The Association in general meetings has the power to alter, add to, or repeal the bye-laws.

34. Interpretation

In this constitution:

“connected person” means:

- a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause a) above;
- c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- d) an institution which is controlled:
 - i. by the charity trustee or any connected person falling within sub-clause a), b), or c) above; or
 - ii. by two or more persons falling within sub-clause d) i, when taken together
- e) a body corporate in which –
 - i. the charity trustee 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 apply for the purposes of interpreting the terms used in this constitution.

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

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

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

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

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