

## **Constitution of the Association of Higher Education Professionals 2024**

### **1. Name and purpose**

1. The name of the Charitable Incorporated Organisation (“the CIO”) is the Association of Higher Education Professionals (“AHEP” or “the Association”). It is referred to throughout this document as “the Association”.
2. The Association of Higher Education Professionals (AHEP) is dedicated to advancing higher education. Our mission is to support professionals across the sector by providing opportunities for learning and development, networking, knowledge sharing, and the exchange of best practices. Through activities such as publications, qualifications, accreditation, training, and development programs, we promote professional excellence and support aligned professional associations. Additionally, AHEP operates a consultancy service that furthers our charitable objectives and supports aligned sector organisations. With a rich heritage and a forward-looking vision, we are committed to evolving alongside the sector to better support our members and enhance the quality of higher education.

### **2. National Location of Principal Office**

1. The principal office of the Association is in England.

### **3. Object**

1. The object of the Association 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”) whose members (“Trustees”) 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.
3. The Association has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the Association has 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 Association 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 Association. In exercising this power, the Association 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 Association. The Association may employ or remunerate a charity trustee only to the extent that it is permitted to do so by 11.1-3 and provided it complies with the conditions of those provisions;
- e. to contract with a person or organisation to provide services necessary for the proper pursuit of the Object;
- f. to obtain and pay for goods and services necessary for carrying out the work of the Association;
- g. deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Association 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 the Association's Statement of Values, and a code of professional standards and behaviours which shall be binding on all members;
- k. to promote and facilitate contact and the exchange of ideas between appropriate individuals and organisations nationally and internationally;
- l. to make financial grants and awards to individuals, organisations, associations, or other charitable bodies;
- m. to raise funds in accordance with prevailing good practice and statutory regulation;
- n. to co-operate with other charities, voluntary bodies, and statutory bodies and to exchange information and advice with them;
- o. to establish or support any charitable trusts, associations, or institutions formed for any of the charitable purposes included in the Object;
- p. 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;
- q. to open and operate such bank and other accounts as the Board 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;
- r. to set aside income as a reserve against future expenditure in accordance with a written reserves policy which is agreed by the Board;
- s. to constitute networks of the Association in accordance with any bye-law established for that purpose;
- t. to grant recognition to appropriate substructures in accordance with any bye-law established for that purpose;
- u. subject to the provisions of 5.1-8 of this Constitution, to purchase indemnity insurance for the Trustees;
- v. 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 Association must be applied solely towards the promotion of the objects.
2. Trustees are entitled to be reimbursed from the property of the Association or it may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Association.
3. Trustees may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
4. None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association (or connected person). This does not prevent a member who is not also a Trustee receiving:
  - a. A benefit from the Association as a beneficiary of the Association;
  - b. Reasonable and proper remuneration for any goods or services supplied to the Association.
5. Nothing in this provision shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by 11.1-3 or as a member of the Association on the same terms as other members.
6. Trustees 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. they are not prevented from so doing by 11.1-3; and
  - e. the benefit is permitted by 5.1; or
  - f. the benefit is authorised by the trustees Board in accordance with the conditions in provisions 11.1-4.
7. In cases covered by 5.4, the Board 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. They must record the reason for their decision in the minutes. In reaching that decision the Board must balance the advantage of contracting with, or employing, a trustee against the disadvantage of doing so with particular regard to potential service loss due to conflict of interest.
8. If the Board fails 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.

## **6. Voluntary Winding Up or Dissolution**

1. As provided by the Dissolution Regulations, the Association may be dissolved by a resolution of its members. Any decision by the members to wind up or dissolve the Association can only be made:
  - a. at a general meeting of the members of the Association called in accordance with provision 15, 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 Association.
2. Subject to the payment of all the Association's debts:
  - a. Any resolution for the winding up of the Association, or for the dissolution of the Association without winding up, may contain a provision directing how any remaining assets of the Association shall be applied.
  - b. If the resolution does not contain such a provision, the Board must decide how any remaining assets of the Association 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 Association.
3. The Association must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the Association to be removed from the Register of Charities, and in particular:
  - a. the Board must send with their application to the Commission:
    - i. A copy of the resolution passed by the members of the Association;
    - ii. A declaration by the charity trustees that any debts and other liabilities of the Association have been settled or otherwise provided for in full; and
    - iii. A statement by the Board setting out the way in which any property of the Association has been or is to be applied prior to its dissolution in accordance with this constitution;
  - b. the Board must ensure that a copy of the application is sent within seven days to every member and employee of the Association.
4. If the Association is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.
5. The Trustees Board must collect in all the assets of the Association and must pay or make provision for all its liabilities.
6. The Board 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 Board is to apply the remaining property or assets of the Association and the Board must comply with the resolution if it is consistent with provisions 6.6.a-c.

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.

## **7. Liability of Members to Contribute to the Assets of the Association if it is Wound Up**

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

## **8. Members**

1. Each member of the Association is obligated to exercise their duties as a member of the Association in a manner that, in good faith, is most conducive to advancing the purposes of the Association.
2. Membership of the Association is open to any individual who:
  - a. Expresses interest in advancing the purposes of the Association;
  - b. Fulfills the membership criteria as outlined in the bye-laws;
  - c. Settles any applicable entrance fees, subscriptions, and other dues specified in the bye-laws;
  - d. Is approved for membership by the Board according to the bye-laws.
  - e. The specific rights, privileges, and responsibilities of members not described in this Constitution are set out in the bye-laws.
3. The Board;
  - a. Has the authority to determine the manner in which applications for membership are to be submitted;
  - b. Reserves the right to reject any application for membership if they deem it to be in the best interests of the Association for them to do so;
  - c. If any application for membership is rejected, the Board shall provide the applicant with the reasons for their decision within 21 days of making the determination. The applicant shall also be given the opportunity to appeal against the refusal.
  - d. shall give fair consideration through written representation. The Board shall inform the applicant of their decision in writing within 21 days. However, any decision to uphold the refusal of the application for membership shall be final.
4. Membership of the Association cannot be transferred to any other individual or entity, except in the circumstances of an individual or corporate body representing an unincorporated organisation. In such cases, the membership may be transferred by the unincorporated organisation to a new representative. However, transfer of membership shall not be considered effective until the Association has received written notification of the transfer.
5. Membership of the Association ceases
  - a. if:
    - i. The member gives notice to resign their membership;
    - ii. The member passes away, or, in the case of an organisation (or its representative), the organisation ceases to exist;
    - iii. any outstanding dues owed by the member to the Association remain unpaid in full for six months beyond their due date;

- iv. The Board decides that it is in the best interests of the Association that the member in question should be removed from membership, and pass a resolution to that effect.
- b. Before the Board takes any decision to remove someone from membership of the Association they must:
  - i. Notify the member of the reasons for the proposed termination;
  - ii. Allow the member at least 21 clear days to present their case to the Board, explaining why they should not be removed from membership;
  - iii. Convene a duly constituted meeting of the Board as soon as reasonably practicable in the light of the circumstances to deliberate on whether the member should be removed from membership;
  - iv. Notify the member of the date of the meeting at least 7 days beforehand;
  - v. Consider any representations made by the member at the meeting regarding why their membership should not be terminated;
  - vi. Grant the member, or their representative, the opportunity to present their case in person at the meeting, should they choose to do so;
  - vii. Provide a final decision within 7 days of the meeting.
- 6. The Association may require members to pay reasonable fees for membership of the Association.
- 7. Informal or associate (non-voting) membership:
  - a. The Board may, as needed, establish provisions in the bye-laws for the establishment of other categories of non-voting membership. They may also define the rights and responsibilities of such members, requirement of membership fees, criteria for admission to and termination of membership within any such membership category.
  - 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.

## **9.The Board of Trustees**

- 1. The Trustees shall manage the affairs of the Association and may for that purpose exercise all the powers of the Association. It is the duty of each Trustee:
  - a. to exercise their powers and to perform their functions as a Trustee of the Association in the way they decide in good faith would be most likely to further the purposes of the Association 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 they have or holds themselves as having; and



- ii. if they act as a Trustee of the Association 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 9.2.a-d.
2. Eligibility for trusteeship:
- a. Every Trustee must be a natural person.
  - b. No one may be appointed as a Trustee:
    - i. if they are under the age of 18 years;
    - ii. if they would automatically cease to hold office under the provisions 9.7.1-7 or,
    - iii. if they are not an individual member of the Association.
  - c. 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.
  - d. No one is entitled to act as a Trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the Board decides, their acceptance of the office of Trustee.
3. The Board of Trustees shall compose of no fewer than 12 members and no more than 16 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. the Honorary Secretary ("the Secretary") shall be a Trustee of the Association who will be elected in accordance with the provisions of this Constitution;
  - e. up to eight members of the Association nominated in accordance with the provisions of this Constitution;
  - f. the Board can co-opt up to two further Members of the Association to provide specific skills and expertise not already represented among the existing Trustees.
  - g. 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 but will not be a Trustee of the Association.
  - h. The Chair, Vice-Chair, Treasurer and Secretary shall 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.
4. The Board 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 these provisions;

- 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.
5. 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 AHEP Office.
  - 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, who must confer formal approval of before any appointment is made.
6. A Trustee shall normally hold office for a term of three years and;
  - a. upon the expiry shall be eligible to be elected or appointed for a further consecutive three-year term.
  - b. Thereafter, they must retire from the Board for at least three years before being eligible for re-appointment or re-election.
  - c. 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. Election of a serving Trustee as Vice-Chair/Chair will not result in a casual Trustee vacancy on the Board.
7. A charity trustee ceases to hold office if they:
  - a. retire by notifying the Association in writing
  - b. is absent without the permission of the Chair from three or more consecutive meetings and the Board resolves that their office be vacated;
  - c. dies;
  - d. in the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee 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.
  - g. A resolution to remove a charity trustee in accordance with 9.7.a-e shall not take effect unless the Board;
    - i. Notify the member of the reasons for the proposed termination;



- ii. Allow the member at least 21 clear days to present their case to the Board, explaining why they should not be removed from Trusteeship;
  - iii. Convene a duly constituted meeting of the Board to deliberate on whether the Trustee should be removed from the Board;
  - iv. Notify the Trustee of the date of the meeting at least 7 days beforehand
  - v. consider any representations made by the member at the meeting regarding why their Trusteeship should not be terminated; and
  - vi. Grant the Trustee the opportunity to present their case in person at the meeting, should they choose to do so.
- 8. The Chair of the Board shall be a serving Trustee of the Association;
  - a. The role of Chair will be advertised for a reasonable period, and applications will be invited from interested members. A selection panel, comprised of current trustees and the Executive Director, will convene to select the most qualified candidates.
  - b. The Chair will serve for a maximum of 3 years, with their ongoing appointment ratified at the AGM in each subsequent year.
  - c. A casual vacancy in the office of Chair shall be filled by the Vice-Chair, and the duties of Chair being executed by the Vice-Chair. The Board may, at its discretion, appoint one of its members as Vice-Chair for any period when that office is vacant.
  - d. The Vice-Chair will be a serving Trustee, and appointed in the same manner as the Chair.
  - e. The Vice-Chair will serve for a maximum of three years. Should the Vice-Chair step down or be removed before their term is complete, the Board may, at its discretion, appoint one of its members to that post for the unexpired portion of the three-year term.
- 9. Any decision be the Board may be taken either:
  - a. at a meeting of the Board; or
  - b. by resolution in writing or electronic form agreed by a quorum of the Board. 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 Board and
  - c. the majority the Board has signified agreement to the resolution authenticated by their signature, and delivered to the Association.
  - d. Any charity trustee may call a meeting of the charity trustees, subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.
- 10. Saving Provisions;
  - a. Subject to provision 9.9.b, 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:
    - i. who was disqualified from holding office;

- ii. who had previously retired or who had been obliged by the constitution to vacate office;
- iii. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- iv. 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.
- b. does not permit a charity trustee to keep any benefit that may be conferred upon them by a resolution of the charity trustees or of a committee of charity trustees if, but for provisions 9.9.a.i-iv, the resolution would have been void, or if the charity trustee has not complied with the provisions of 11.4.

11. The Board may delegate any of their powers or functions to;

- a. a committee, committees or a nominated Trustees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Board may at any time alter those terms and conditions, or revoke the delegation.

12. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Board, but is subject to the following requirements;

- i. a committee may consist of two or more persons, but at least one member of each committee must be a Trustee;
- ii. the acts and proceedings of any committee must be brought to the attention of the Board as a whole as soon as is reasonably practicable; and
- iii. the Board shall from time to time review the arrangements which they have made for the delegation of their powers.
- b. an Executive appointment, subject to the provisions in 10.1 and in accordance with a scheme of delegated authority.

## **10. Executive Director**

1. The Board may appoint an Executive Director:

- a. at such remuneration and upon such conditions as they shall think fit, congruent to any conditions of employment of a third-party organisation as set out in provision 14 and any Executive Director may be removed by the Board of Trustees;
- b. The Executive Director shall have Chief Executive Officer (CEO) responsibility for the Association to oversee the operational running and strategic direction of the Association;
- c. The Chair of the Board shall exercise management oversight of the Executive Director's performance, recommending changes to remuneration as appropriate to the Board;
- d. The Executive Director shall have the authority to hire and manage staff, allocate resources, and represent the Association;
- e. The Executive Director shall exercise such authority as delegated to them by the Board in accordance with the Scheme of Delegated Authority;
- f. The Executive Director shall report directly to the Board, providing regular updates on activities undertaken on behalf of the Association, its financial performance, and any matters requiring Board attention.

- g. the Executive Director shall be entitled to receive notice of and to attend and speak, but not vote, at all general meetings of the Association, all meetings of the Board and all meetings of any committee. For the avoidance of doubt, the Executive Director shall not be a member of the Board.
- h. The Executive Director shall escalate any matters of significant concern or those requiring Board authorisation to the attention of the Board in a timely manner, providing comprehensive information and recommendations to facilitate informed decision-making.
- i. In the absence of the Executive Director, the Board of Trustees may designate an interim leader to fulfil the duties and responsibilities outlined herein.

## **11. Benefits and Payments to Trustees and Connected Persons**

1. General provisions: No Trustee or connected person may;
  - a. buy or receive any goods or services from the Association on terms preferential to those applicable to members of the public;
  - b. receive any other financial benefit from the Association, unless the payment or benefit is permitted by 11.2 or authorised by the court or the prior written consent of the Charity Commission has been obtained. In this provision, 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 Trustee or connected person may receive a benefit from the Association as a beneficiary of the Association provided that a majority of the Board do not benefit in this way.
  - b. A 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 Association where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011 and of the Charities Act 2022.
  - c. Subject to 11.3, a Trustee or connected person may provide the Association with goods that are not supplied in connection with services provided to the Association by the Trustee or connected person.
  - d. A Trustee or connected person may receive interest on money lent to the Association 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 Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Association. The amount of the rent and the other terms of the lease must be reasonable and proper. The 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 Trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.
3. Payment for supply of goods only – controls
  - a. The Association and its Board may only rely upon the authority provided by 11.2 if each of the following conditions is satisfied:
    - i. The amount or maximum amount of the payment for the goods is set out in a written agreement between the Association and the Trustee or connected person supplying the goods (“the supplier”).

- ii. 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.
  - iii. The Board is satisfied that it is in the best interests of the Association to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Board must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
  - iv. 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 them or it with regard to the supply of goods to the Association.
  - v. The supplier does not vote on any such matter and is not to be counted when calculating whether the Board is quorate.
  - vi. The reason for their decision is recorded by the Board.
  - vii. A majority of the Board are not in receipt of remuneration or payments authorised by this provision.
- b. In 11.1 and 11.2: “the Association” includes any company in which the Association:
- 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;
4. Conflicts of Interest and Conflicts of Loyalty; A Trustee must:
- a. declare the nature and extent of any interest, direct or indirect, which they or a related party have in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared; and
  - b. absent themselves from any discussions of the Board in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the Association and any personal interest (including but not limited to any financial interest).
  - c. Not be counted in determining whether the meeting is quorate;
  - d. Not vote on the proposal.
  - e. Any Trustee absenting themselves from any discussions in accordance with this provision must not vote or be counted as part of the quorum in any decision of the Board on the matter.
  - f. The Board may only authorise a transaction falling within provisions 5.6.a-c if it comprises a majority of Trustees who have not received any such benefit.

## 12. Meetings

- 1. Types of Meeting
  - a. General Meetings must be held in line with the provision 13 and subject to relevant bye-laws.
  - b. There must be an Annual General Meeting (AGM) of the Members of the Association, AGMs will be held at intervals of no more than 15 months.
  - c. At the AGM, Members must receive the annual statement of accounts (duly audited or examined where applicable), the Board’s annual report and the provisional budget for the coming year; and
  - d. The AGM must approve or elect Trustees as required under provisions 9.1-8.
  - e. Other General Meetings of Members may be held at any time and shall be called Special General Meetings.

2. Except for those decisions that must be taken in a particular way in accordance with provision 13.4.a-c decisions of the Association may be taken either by vote at a Board meeting, subject to provisions 9.3.a-l, or at a General Meeting subject to provisions 9.8.a-e or by written resolution subject to provisions 13.5.a-h.
3. Subject to provisions 13.4.a-g, any decision of the Members of the Association may be taken by means of voting on a resolution at a Special General Meeting and in line with the provisions 9.3.a-l
4. Decisions outside a General Meeting
  - a. Subject to provisions 13.4.a-g, Members may decide on a resolution outside of a General Meeting.
  - a. The decision shall be deemed to have been carried by Members provided that:
    - i. a copy of the proposed resolution has been sent to all the Members eligible to vote at the time the resolution is issued; and
    - ii. a simple majority of Members has signified its agreement to the resolution;
  - b. Members are deemed to have agreed to the resolution if they have returned a document or email confirming agreement within 28 calendar days of the circulation date of the resolution.

### **13. Annual General Meetings (AGMS) and Special General Meetings of Members**

1. AGMs and Special General Meetings will be called by the Board.
  - a. The Board must call a Special General Meeting if they receive a request from at least 20% of members. Notification of the meeting must be issued within 28 calendar days and Members must have 14 calendar days' notice of the meeting. The request from the Members must state the business and/or proposed resolutions to be dealt with at the meeting (providing these are lawful, and not defamatory, frivolous or vexatious).
  - b. Should the Board fail to comply with 13.1.a the Members who requested the meeting may themselves call a Special General Meeting. This Special General Meeting must be held within 3 months of the initial request for the meeting. The Association must reimburse any reasonable expenses incurred by the Members calling a Special General Meeting in this way, but the Association shall be entitled to be indemnified by the Board who were responsible for such failure.
2. Notice of General Meetings
  - a. At least 14 calendar days' notice must be given of any General Meeting to all Members (whether called by the Board or Members),
  - b. If a General Meeting is held and does not comply with the notice period in 13.1.a, resolutions may only be proposed and passed at that meeting if agreed by not less than 90% of all Members of the Association. This does not apply where a specified period of notice is strictly required by 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 location of the meeting;
    - iii. give particulars of any resolution which is to be moved at the meeting (where known), 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 Association is to be considered at the meeting, include the text of the proposed alteration;

- v. If an AGM, include the annual statement of accounts, Board's annual report and, details of persons standing for election or re-election as Trustee;
  - c. Notice shall be deemed to be given 48 hours after issuing via post or electronically. Proof that an envelope containing a notice was properly addressed and posted, or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given.
  - d. 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 Association.
- 3. Chairing of General Meetings; The person nominated as Chair by the Board under provisions 9.8.a-e, shall, if present at the General Meeting and willing to act, preside as Chair of the meeting. Subject to that, the Members of the Association who are present at a General Meeting shall elect a Chair to preside at the meeting.
- 4. Quorum at General Meetings;
  - a. The quorum for General Meetings shall be 10% of Members or 50 members whichever is lower.
  - b. No business may be transacted at any General Meeting of the Members unless a quorum is present when the meeting starts.
  - c. If 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 of the adjourned meeting shall be notified to Members at least seven calendar days before the date on which it will resume.
  - d. 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.
  - e. If a meeting has been called at the request of the Members, the meeting shall be closed if a quorum is not present within 30 minutes of the specified start time.
  - f. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Board 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. The Chair may also adjourn a General Meeting where a quorum is present and where directed by at least 20% Members present. The adjourned meeting must only transact business that could have been transacted at the original meeting.
- 5. Voting at General Meetings;
  - a. Subject to provisions 13.4.a-g, Members may vote on a resolution at a General Meeting.
  - b. A resolution will be passed by a simple majority (more than half) of votes cast at the meeting (including proxy and postal or electronic votes).
  - c. Every Member has one vote unless otherwise provided within the rights of a particular category of membership under this constitution.
  - d. A resolution put to the vote of a meeting shall be decided on a show of hands.
  - e. A vote may be demanded by the Chair or by at least 10% of the Members present in person or by proxy at the meeting. A vote may be demanded before or on the declaration of the result of the vote.
  - f. A vote demanded on the election of a person to Chair the meeting or on a question of adjournment must be taken immediately. A vote on any other matter must be taken, and the result announced, within 30 days of the demand for the vote and may be taken in such manner as the Chair of the meeting shall decide.
  - g. In the event of an equality of votes, the Chair of the meeting shall have a second, or casting vote. They are not obliged to use this vote.



- h. 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.
6. Representation of Organisations and Corporate Members; An organisation or a corporate body that is a Member of the Association may authorise a person to act as its representative at any General Meeting of the Association. 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 Association.
7. Except for those decisions that must be taken in a particular way in accordance with provisions 13.11.a-d, decisions of the Members of the Association may be taken either by vote at a General meeting or by written resolution in accordance with the provisions of the constitution.
8. Decisions at a General Meeting; Subject to provisions 13.4.a-g, any decision of the Members of the Association may be taken by means of voting on a resolution at a General Meeting
9. Decisions outside a General Meeting; Subject to provisions 13.4.a-g Members may decide on a resolution outside of a General Meeting.
  - a. The decision shall be deemed to have been carried by Members provided that:
    - i. a copy of the proposed resolution has been sent to all the Members eligible to vote at the time the resolution is issued; and
    - ii. a simple majority of Members has signified its agreement to the resolution
  - b. Members are deemed to have agreed to the resolution if they have returned a document or email confirming agreement-within 28 calendar days of the circulation date of the resolution.
10. Proposal from Members to Charity Trustees;
  - a. Subject to provisions 13.4.a-g, Members may make a proposal to the Board for a decision by the Members of the Association. This proposal must be made by at least 10% of the Members.
  - b. The Board must comply with the request within 21 calendar days of receiving 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 its implementation should it be agreed by the Members; and
    - iii. The proposal would not involve the Association engaging in illegal activity or go against its objects.
11. Decisions that must be taken in a particular way;
  - a. Any decision to remove a Trustee must be taken in accordance with provisions 9.7.a-g.
  - b. Any decision to amend this constitution must be taken in accordance with provisions 21.1-5.
  - c. Any decision to wind up or dissolve the Association must be taken in accordance with provisions 6.1-8.
  - d. Any decision to amalgamate or transfer the undertaking of the Association to one or more other Charitable Incorporated Objects must be taken in accordance with the provisions of the Charities Act 2011.
12. 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.

#### **14. Subsidiaries and Third Parties**

- 1. The Board may establish and maintain relationships with third parties and subsidiary organisations that support and make a positive impact to the Association's object and purpose and to the benefit of its members. These should protect the Association's own identity and function.

#### **15. Execution of Documents**

- 1. The Association shall execute documents by signature.
- 2. A document is validly executed by signature if it is signed by at least two of the charity trustees.
- 3. The Board may determine who shall sign any document.

#### **16. Use of Electronic Communications**

- 1. The Association 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.

#### **17. Minutes**

- 1. The charity trustees must keep minutes of all:
  - a. appointments of officers made by the Trustees;
  - b. proceedings at General Meetings;
  - c. meetings of the Board and committees of the Board 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;
    - iv. decisions made by the Board otherwise than in meetings.
  - d. Without prejudice to the provisions of 4, no resolution or act arising from:
    - i. a meeting of the Board;
    - ii. a meeting of a committee of the Board;
    - iii. 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.

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

- 1. The charity trustees must comply with the requirements of the Charities Act 2011, and 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 Association, within 10 months of the financial year end.
2. The Board must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Association entered on the Central Register of Charities.
3. The accounts must be prepared in accordance with the provision of any Statement of Recommended Practice issued by the Association's regulators for the time being.

## **19. 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 their last known address in the United Kingdom or Ireland; or
  - c. by the transmission of an e-mail to the member at their 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.

## **20. Disputes**

1. If a dispute arises between Members of the Association 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.

## **21. Amendment of Constitution**

1. As provided by clauses 224-227 of the Charities Act 2011: This constitution can only be amended:
  - a. by resolution agreed in writing by all members of the Association; or
  - b. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Association.
  - c. Any alteration of provision 3, 4 or 21 or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Association or persons connected with them, requires the prior written consent of the Charity Commission;
2. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

3. A copy of any resolution altering the constitution, together with a copy of the Association'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.
4. No amendment may be made that would have the effect of causing the Association to cease to be a Charity at law.
5. No amendment may be made to provision 5 without the prior consent of the Association's regulators for the time being, as required.

## **22. Rules and Bye-laws**

1. The Board 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 Association, but such rules or bye laws must not be inconsistent with any provision of this Constitution. Any such rules or bye laws currently in force must be easily available to any member of the Association.
2. The Board 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.
3. The bye-laws must be consistent with, and shall not affect nor repeal, the terms and provisions of this Constitution.
4. 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.
5. The Association in General Meetings has the power to alter, add to, or repeal the bye-laws.

## **23. Interpretations and Definitions**

In this constitution:

**Object:** The object of the CIO as set out in provision 3 and registered with the Charity Commission of England and Wales.

**Member:** A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated that fulfils the criteria for membership set out in provision 8.

**Board:** The Board of Trustees, appointed from the membership and as set out in provision 9.

**Trustee:** The persons who have the general control and management of the administration of a charity (section 177, Charities Act 2011), appointed in accordance with provision 9.

**Executive:** Individuals employed by the Association, appointed in accordance with provision 10 with delegated authority for the Association's operations.

#### General Meetings

Any meeting that all Members are invited to attend

#### Bye-laws

Additional rules to govern the Association or its membership as approved by the trustees in accordance with provision 22

**Connected person:** As set out in Section 118 of the Charities Act 2011 and the Charities Statement of Recommended Practice (SORP)

**General Regulations:** the Charitable Incorporated Organisations (General) Regulations 2012.

**Dissolution Regulations:** the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

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