



# *Colchester Operatic Society's CIO Association Constitution*

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This constitution of our Charitable Incorporated Organisation (CIO) uses the term for its charity trustees as the "Executive Committee".

Date of constitution adopted: 5<sup>th</sup> May 2022

## **Part A: Definitions**

In this constitution:

"connected person" means:

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

“Natural Person” is an individual person not a body corporate or partnership

“the Society” refers to Colchester Operatic Society as an organisation

“Executive Committee” replaces the term ‘charity trustees’ and are nominated and/or elected members of the Society who manage the Society on behalf of its membership

“Officers” consist of the Chair, Treasurer, Secretary and Business Manager, who are appointed members of the Executive Committee.

“Property” to include all capital reserves, income and tangible property (such as, but not limited to props, costumes, scenery and electronic equipment).

## **Part B: Constitution**

### **1. Name**

The name of the Charitable Incorporated Organisation (“the CIO”) is Colchester Operatic Society (also known as ‘COS’ and referred to as “the Society” within this constitution), including its’ youth operation, Colchester Operatic Society Second Edition (known as ‘CO2’). There are supplementary rules for CO2.

### **2. National location of principal office**

The principal office of the Society is in England.

### **3. Object[s]**

To promote and improve general education in relation to all aspects of the art of drama and musical theatrical performance for the public benefit.

### **4. Powers**

The Society has power to do anything which is calculated to further its object or is conducive or incidental to doing so.

In particular, the Society’s powers include power to:

- (1)** promote plays, dramas, comedies, musicals, operas, operettas, concerts and other dramatic and operatic works.
- (2)** acquire the licence to use the copyright of or the right to perform or show any such works.
- (3)** purchase, hire or otherwise acquire furniture, fixings, scenery and all other necessary effects.
- (4)** raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise.
- (5)** operate a youth section (known as ‘CO2’) for junior members and members aged 11 to 23 years old.
- (6)** appoint a suitable Youth Liaison Officer thus ensuring that in accordance with current legislation and guidelines, chaperones are provided as necessary for all Society business following the “Good Practice” laid down in said guidelines.

- (7) appoint non-executive individuals to perform operational activities to further the Society's overall objectives.
- (8) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Society must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (9) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- (10) sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.
- (11) Contract, employ and remunerate such individuals as are necessary for carrying out the work of the Society (see clause 6).
- (12) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Society to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

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

- (1) The income and property of the Society must be applied solely towards the promotion of the objects.
  - (a) A member of the Executive Committee may be reimbursed from the property of the Society for reasonable expenses properly incurred by them when acting on behalf of the Society.
  - (b) A member of the Executive Committee may benefit from trustee indemnity insurance cover purchased at the Society'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 COS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a member of the Executive Committee receiving reasonable and proper remuneration for any goods or services supplied to the Society.

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

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

No member of the Executive Committee or connected person may:

- (a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Society;
- (c) be employed by, or receive any remuneration from, the Society;
- (d) receive any other financial benefit from the Society;

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 member of the Executive Committee or connected persons' benefits**

- (a) A member of the Executive Committee or connected person may receive a benefit from The Society as a beneficiary of the Society provided that a majority of the Executive Committee members do not benefit in this way.
- (b) A member of the Executive Committee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society 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 member of the Executive Committee or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by member of the Executive Committee or connected person.
- (d) A member of the Executive Committee or connected person may receive interest on money lent to the Society 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 member of the Executive Committee or connected person may receive rent for premises let by the member of the Executive Committee or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The member of the Executive Committee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A member of the Executive Committee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

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

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

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between COS and the member of the Executive Committee or connected person supplying the goods (“the supplier”)
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other Executive Committee members are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a member of the Executive Committee or connected person. In reaching that decision the Executive Committee must balance the advantage of contracting with a member of the Executive Committee 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 them or it with regard to the supply of goods to the Society.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Executive Committee members is present at the meeting.
- (f) The reason for their decision is recorded by the Executive Committee in the minute book.
- (g) A majority of the Executive Committee then in office are not in receipt of remuneration or payments authorised by clause 6.

**(4) In sub-clauses (2) and (3) of this clause:**

- (a) "The Society" includes any company in which the Society:
- (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 Part A: Definitions.

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

A member of the Executive Committee must:

- (1) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and
- (2) absent themselves from any discussions of the Executive Committee in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the Society and any personal interest (including but not limited to any financial interest).

Any member of the Executive Committee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Executive Committee on the matter.

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

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

**9. Membership of the Society**

**(1) Admission of new members**

**(a) Eligibility**

Membership of the Society is open to anyone over the age of 16, who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

Membership of our youth section, CO2, is open to anyone aged 11 to 23 years old. Members of CO2 who are under 16 years old, shall be classed as junior members, who are not entitled to vote or serve on the Executive Committee. Members of CO2 aged 16 years and older are entitled to full membership of the Society. CO2 members are governed by their own additional set of Rules (see clause 26).

**(b) Admission procedure:**

The Executive Committee:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days of the decision;

- (iii) may refuse an application for membership if they believe that it is in the best interests of the Society for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 28 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

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

Membership of the Society cannot be transferred to anyone else.

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

It is the duty of each member of the Society to follow the Society's published policies and procedures, as ratified by the Executive Committee, and to exercise their powers as a member of the Society in the way they decide, in good faith and acting reasonably, would be most likely to further the purposes of the Society.

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

(a) Membership of the Society comes to an end if:

- (i) the member dies.
- (ii) the member sends a notice of resignation to the Executive Committee.
- (iii) any sum of money owed by the member to the Society is not paid in full within three months of its falling due, without prior agreement or approval from the Executive Committee.
- (iv) the Executive Committee decide that it is in the best interests of the Society that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the Executive Committee take any decision to remove someone from membership of the Society they must:

- (i) inform the member of the reasons why it is proposed to remove them from membership;
- (ii) give the member at least 21 clear days' notice in which to make representations to the Executive Committee as to why they should not be removed from membership;
- (iii) at a duly constituted meeting of the Executive Committee, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any representations which the member makes as to why the member should not be removed;
- (v) allow the member to make those representations in person at that meeting, if the member so chooses.

## **(5) Membership fees**

The Society requires members to pay reasonable annual membership fees (subscription) to the Society. This fee will be determined year to year by the annual general meeting and shall become due on 1<sup>st</sup> April in each year.

No Member whose current subscription remains unpaid shall be eligible to partake of the benefits of COS, in particular to take part in any committee, general meeting, audition or production.

Junior Members are required to pay the same annual membership fees (subscription) to the Society in order to partake in the activities of CO2 and/or COS, if they are aged over 16 years old, but are non-voting members if under the age of 16.

## **(6) Life Membership**

Life Members, who are honorary members and are no longer required to pay any further membership fees, may be appointed by the Executive Committee in recognition of their outstanding service and contribution to the Society over a long period of years and shall be notified to the Society at the Annual General Meeting.

## **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 Society 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 Society 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.

### **(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 by a statement of their identity accompanying the document, or in such other manner as the Society 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 Society on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) Not less than 20% of the members of the Society may request the Executive Committee to make a proposal for decision by the members.
- (e) The Executive Committee must, within 28 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 member of the Executive Committee must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the Society must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Society to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

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

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

There must be an **annual general meeting (AGM)** of the members of the Society. 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 Executive Committee's annual report, the CO2 and other sub-committees' annual reports, fix subscription fees for the following year and must elect Executive Committee members as required under clause 13.

Other business must be notified to Members in advance of the meeting as an agenda item. Members can request an item to be added to the agenda if supported by the Executive Committee or at least 6 members entitled to vote, and the Executive Committee are notified of the item 21 days before the date of the meeting.

Other general meetings of the members of The Society may be held at any time. All general meetings must be held in accordance with the following provisions.

#### **(2) Calling general meetings**

- (a) The Executive Committee:
  - (i) must call the annual general meeting of the members of the Society in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
  - (ii) may call any other general meeting of the members at any time.
- (b) The Executive Committee must, within 21 days, call a general meeting of the members of the Society if:
  - (i) they receive a request to do so from at least 20% of the members of the Society; 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 Society 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 Executive Committee at the request of the members of the Society must be held within 28 days from the date on which it is called.
- (g) If the Executive Committee fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The Society must reimburse any reasonable and proper expenses incurred by the members calling a general meeting by reason of the failure of the Executive Committee to duly call the meeting,
- (j) but the Society shall be entitled to be indemnified by the Executive Committee members who were responsible for such failure.

### **(3) Notice of general meetings**

- (a) The Executive Committee, or, as the case may be, the relevant members of the Society, must give at least 14 clear days' notice of any general meeting to all of the members.
- (b) If it is agreed by not less than 90% of all members of the Society, 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 Society 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 Executive Committee's annual report, CO2 and other sub-committees' reports, details of persons standing for election or re-election as a member of the Executive Committee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the Society'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 Society.

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

The Chair of COS, as elected under clause 13 (5), shall preside as Chair of any general meeting, if present at the general meeting and willing to do so as per clause 19 (2). Should the chair not be present, the members of the Executive Committee who are present at a general meeting shall elect a chair to preside at the meeting.

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

- (a) No business may be transacted at any general meeting of the members of the Society unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 25% or 20 members.
- (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 be notified to the Society's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 30 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 Executive Committee but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

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

- (a) Any decision other than one falling within clause 10 (4) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (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
- (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) 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.

Each AGM includes an Agenda item: Open Forum which is a discussion following adjournment of the formal AGM. No voting shall be allowed, nor decisions taken.

## 12. Executive Committee

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

The Executive Committee shall manage the affairs of the Society and may for that purpose exercise all the powers of the Society.

It is the duty of each member of the Executive Committee:

- (a) to exercise their powers and to perform their functions as a member of the Executive Committee of The Society in the way they decide in good faith would be most likely to further the purposes of the Society, following the agreed published policies and procedures of the Society; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances

The Executive Committee shall have the power to decide any question arising from, or not covered by this constitution and shall make, maintain and publish all necessary orders, regulations, policies, procedures and rules in order to further the purposes of the Society.

A Management Committee, in accordance with Supplementary Rules attached, shall manage the youth section/junior members, known as CO2, led by a member of the Executive Committee as their Chair.

### (2) Eligibility for the Executive Committee

- (a) Every member of the Executive Committee must be a natural person.
- (b) No one may be appointed as a member of the Executive Committee:
  - (i) if they are under the age of 16 years; or
  - (ii) if they would automatically cease to hold office under the provisions of clause 15(1)(f).
- (c) No one is entitled to act as a member of the Executive Committee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the Executive Committee decide, their acceptance of the office of an Executive Committee member.

### (3) Number of Executive Committee Members

- (a) **There must be at least four** members of the Executive Committee. If the number falls below this minimum, the remaining member/s of the Executive Committee may act only to call a meeting of the Executive Committee within 28 days, and/or appoint a new member of the Executive Committee.
- (b) The Society shall elect the following **Officers** to form part of the Executive Committee: Chair, Treasurer, Secretary and Business Manager.
- (c) **The maximum number of** Executive Committee members **is 12**. The Executive Committee may not appoint any Executive Committee members if as a result the number of Executive Committee members would exceed the maximum.

- (d) Each member of the Executive Committee shall be appointed at the Annual General Meeting and hold office until the end of the next Annual General Meeting but shall be eligible for re-election (see point 13 for more details).

**(4) First members of the Executive Committee when COS became a charity**

The first members of the Executive Committee of The Society, when it became a Charity are –

**Katie Cutmore, Neil Somerville, Amanda Powell, Sarah White, Ann Taylor, Paul Kusel-Baum, Emily Lane, Max Woodward, Andrew Hodgson, Claudia Haswell & Jessica Bailey.**

### **13. Appointment of Executive Committee members**

- (1) At every annual general meeting of the members of the Society, all members of the Executive Committee shall retire from office but shall be eligible for re-election if they are willing to do so.

(2) The vacancies so arising may be filled by the decision of the members at the annual general meeting; names of nominees for positions on the Executive Committee (other than existing Executive Committee Members (including co-opted members) standing for re-election) shall (be supported by six members signatures for each candidate) and be sent to the Secretary in writing at least 21 days before the Annual General Meeting, and if more names are proposed than the number required to fill the vacancies, and sufficient names are not withdrawn at or before such Meeting, the elections shall be by ballot; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (3) of this clause;

(3) The members of the Executive Committee may at any time decide to appoint an individual who is eligible under clause 12(2) as a new member of the Executive Committee, whether in place of a member of the Executive Committee who has retired or been removed in accordance with clause 15 (Retirement and removal of Executive Committee Members) or as an additional **co-opted member of the Executive Committee**, provided that the limit specified in clause 12(3) on the number of members of the Executive Committee would not as a result be exceeded;

(4) A person so appointed by the Executive Committee shall retire at the conclusion of the next annual general meeting after the date of their appointment but shall be eligible for re-election if they are willing to do so.

#### **(5) Election of Chair and Officers**

- (a) Nominees for election as Officers, including Chair, Treasurer, Secretary and Business Manager, of the Society must have:
  - (i) served as members of the Executive Committee for not less than three years OR
  - (ii) been past Officers of the Society OR
  - (iii) been recommended by the Executive Committee.

(b) If the office of Chair becomes vacant, the Executive Committee shall elect a member of the Executive Committee to act as interim Chair until the next AGM. An interim Chair may stand for election as Chair.

#### **(6) Election of Vice Chair**

(a) A Vice Chair shall be elected by the Executive Committee following an AGM.

(b) Only those who are eligible to be a member of the Executive Committee are eligible for election as Vice Chair

(c) The Vice Chair shall assume office from the time of election and hold office until the next AGM (for up to one year) but is eligible for re-election.

(d) The election of a Vice Chair does not anticipate an automatic advance to Chair.

(e) The Vice Chair must resign (but subject to the above may stand for re-election) if requested in writing by at least three members of the Executive Committee and sustained by a majority vote of the remaining members of the Executive Committee.

- (f) If the office of Vice Chair becomes vacant, the Executive Committee shall elect another member of the Executive Committee to act as interim Vice Chair until the next AGM.

### **(7) President**

A President, who acts as an ambassador for the Society, may be appointed from the membership annually by invitation of the Executive Committee and the Society members shall be notified of this appointment at the AGM.

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

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

- (a) a copy of this constitution and any amendments made to it;
- (b) any agreed published policies and procedures pertaining to the Society;
- (c) description of the varying roles members of the Executive Committee undertake; and
- (d) a copy of the Society's latest Executive Committee annual report and statement of accounts.

## **15. Retirement and removal of Executive Committee Members**

(1) A member of the Executive Committee ceases to hold office if they:

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

(2) A member of the Executive Committee shall be removed from office if a resolution to remove that member of the Executive Committee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a majority of votes cast at the meeting.

(3) A resolution to remove a member of the Executive Committee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Society.

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

Any person who retires as a member of the Executive Committee or by giving notice to the Society is eligible for reappointment.

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

Any decision may be taken either:

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

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

- (1) The Executive Committee may delegate any of their powers or functions to a committee or committees (also known as sub-committees), and, if they do, they must determine the terms and conditions on which the delegation is made. The Executive Committee may at any time alter those terms and conditions or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Executive Committee, 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 member of the Executive Committee;
  - (b) the acts and proceedings of any committee must be brought to the attention of the Executive Committee as a whole as soon as is reasonably practicable; and
  - (c) the Executive Committee shall from time to time review the arrangements which they have made for the delegation of their powers.

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

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

- (a) Any member of the Executive Committee may call a meeting of the Executive Committee.
- (b) Subject to that, the Executive Committee shall decide how their meetings are to be called, and what notice is required.

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

In the absence of the Chair, the Executive Committee will 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 Executive Committee 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 shall be the greater of four members or 50% of the Executive Committee. A member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (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 Executive Committee in which each participant may communicate with all the other participants.
- (b) Any member of the Executive Committee participating at a meeting by suitable electronic means agreed by the Executive Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **20. Saving provisions**

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

## **21. Execution of documents**

The Society shall execute documents by majority approval of members of the Executive Committee or by the appropriate appointed committee member(s) with delegated responsibility for said documents.

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

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

## **23. Keeping of Registers**

The Society 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 Executive Committee.

## **24. Minutes**

- 1) The Executive Committee must keep minutes of all:
  - (a) appointments of officers made by the Executive Committee;

- (b) proceedings at general meetings of the Society;
- (c) meetings of the Executive Committee and sub-committees including:
  - (i) the names of the member of the Executive Committee present at the meeting;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions;
- (d) decisions made by the Executive Committee otherwise than in meetings.

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

- (1) The Executive Committee must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Society, within 10 months of the financial year end.
- (2) The Executive Committee must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Society entered on the Central Register of Charities.

## **26. Rules**

The Executive Committee may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Society, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force are available on our website and hard copies can be made available to any member of the Society on request.

The Executive Committee deems that **the Society Youth section, known as “CO2”** shall operate under their own set of rules, which cannot be altered without agreement by the Executive committee.

## **27. Disputes**

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

## **28. Amendment of constitution**

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

- (1) This constitution can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of The Society.
- (2) Any alteration of clause 3 (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by members of the Executive Committee or members of the Society 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 Society's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.



## 29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the Society may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Society can only be made:
  - (a) at a general meeting of the members of the Society called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
    - (i) by a resolution passed by a 75% majority of those voting, or
    - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
    - (iii) by a resolution agreed in writing by all members of the Society.
- (2) Subject to the payment of all the Society's debts:
  - (a) Any resolution for the winding up of the Society or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied.
  - (b) If the resolution does not contain such a provision, the Executive Committee must decide how any remaining assets of the Society 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 Society.
- (3) The Society must observe the requirements of the Dissolution Regulations in applying to the Commission for the Society to be removed from the Register of Charities, and in particular:
  - (a) the Executive Committee must send with their application to the Commission:
    - (i) a copy of the resolution passed by the members of the Society;
    - (ii) a declaration by the Executive Committee that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and
    - (iii) a statement by the Executive Committee setting out the way in which any property of the Society has been or is to be applied prior to its dissolution in accordance with this constitution.
  - (b) the Executive Committee must ensure that a copy of the application is sent within seven days to every member and employee of the Society, and to any member of the Executive Committee of the Society who was not privy to the application.
- (4) If the Society is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

Approved in the general meeting on 5<sup>th</sup> May 2022.