

**INTERNATIONAL SEISMOLOGICAL CENTRE**

**CIO CONSTITUTION**

**ASSOCIATION MODEL**

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## ('ASSOCIATION' MODEL CONSTITUTION)

Date of constitution (last amended): 29.01.2020

### 1. NAME

The name of the Charitable Incorporated Organisation ("the ISC") is **INTERNATIONAL SEISMOLOGICAL CENTRE.**

### 2. NATIONAL LOCATION OF PRINCIPAL OFFICE

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

### 3. DEFINITIONS AND INTERPRETATION

#### 3.1 In this constitution:

<b>BGM</b>	means a biennial general meeting of the Governing Council
<b>Charity trustee</b>	means a member of the Executive Committee of the ISC
<b>Chair of the Executive Committee</b>	means a person appointed to chair meetings of the Executive Committee in accordance with clause 18.2
<b>Chair of the Governing Council</b>	means a person elected to chair meetings of the Governing Council in accordance with clause 11.4.1
<b>Communications Provisions</b>	means the Communications Provisions in Part 10, Chapter 4 of the <b>General Regulations</b>
<b>Director</b>	means the Director of the ISC from time to time or, if there is no Director at any time, the person fulfilling the role of Director
<b>Dissolution Regulations</b>	means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
<b>Elected Trustee</b>	means a trustee elected by the Members at a meeting of the Governing Council or by a resolution passed pursuant to clause 10.4
<b>Executive Committee</b>	means the charity trustees collectively.
<b>Financial Resolution</b>	means any resolution proposed to the Governing Council for the approval of the statements of accounts and budget(s) or to determine the amount of the subscription in accordance with clause 9.7.3.
<b>Formal Representative</b>	means a suitably qualified person appointed by a Member to represent it at meetings of the Governing Council in

	accordance with clause 9.2.
<b>General Regulations</b>	means the Charitable Incorporated Organisations (General) Regulations 2012.
<b>Governing Council</b>	means the Members acting in a general meeting or by a resolution passed in accordance with clause 10.4
<b>Host Institution</b>	means the scientific or educational institution in England or Wales with which the ISC may from time to time be associated.
<b>IASPEI</b>	means the International Association of Seismology and Physics of the Earth's Interior as part of the International Union of Geodesy and Geophysics (IUGG).
<b>Member</b>	means any organisation admitted to Membership under clause 9.1 and "Membership" shall be construed accordingly.
<b>Poll</b>	means a counted vote or ballot, usually (but not necessarily) in writing.
<b>Term</b>	means the period between the conclusion of one BGM and the conclusion of the next BGM.
<b>Term of Office</b>	means a period of one or more Terms.
<b>Unit of Subscription</b>	means the minimum annual subscription payable by a Member in any year as determined by the Governing Council
<b>Writing</b>	means a document in hard copy or an email but not a fax or SMS text

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

#### 4. OBJECTS

4.1 The object of the ISC is the advancement of scientific knowledge about earthquakes worldwide and the structure of the Earth for the public benefit by the global collection, collation and analysis of data on seismic events, and the publication of the outcome of such research.

4.2 Nothing in this constitution shall authorise an application of the property of the ISC for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

## **5. POWERS**

The ISC has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the ISC's powers include power to:

- 5.1 Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The ISC must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land.
- 5.2 Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- 5.3 Sell, lease or otherwise dispose of all or any part of the property belonging to the ISC. In exercising this power, the ISC must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.
- 5.4 Employ and remunerate such staff as are necessary for carrying out the work of the ISC.
- 5.5 Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the ISC 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.

## **6. APPLICATION OF INCOME AND PROPERTY**

- 6.1 The income and property of the ISC must be applied solely towards the promotion of the object but
  - 6.1.1 a charity trustee is entitled to be reimbursed from the property of the ISC or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the ISC;
  - 6.1.2 a charity trustee may benefit from trustee indemnity insurance cover purchased at the ISC's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.2 Subject to clause 6.1, none of the income or property of the ISC may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the ISC. This does not prevent a Member who is not also a charity trustee receiving:
  - 6.2.1 a benefit from the ISC as a beneficiary of the ISC
  - 6.2.2 reasonable and proper remuneration for any goods or services supplied to the ISC.

## **7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

- 7.1 A charity trustee must:

- 7.1.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the ISC or in any transaction or arrangement entered into by the ISC which has not previously been declared.
  - 7.1.2 absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the ISC and any personal interest (including but not limited to any financial interest).
- 7.2 Any charity trustee absenting himself or herself from any discussions in accordance with clause 7.1 must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE ISC IF IT IS WOUND UP**

If the ISC is wound up, the Members of the ISC have no liability to contribute to its assets and or to settle its debts and liabilities.

## **9. MEMBERSHIP OF THE ISC**

### **9.1 Admission of new Members**

#### **9.1.1 Eligibility**

- a. Membership of the ISC is open to any not-for-profit organisation, university, academic or research institution, agency, foundation, or society who, by the nature of their mission, is interested in furthering its purposes, and who, by applying for Membership, has indicated its agreement to become a Member and acceptance of the duty of Members set out in clause 9.5.
- b. Membership is not open to any organisation whose primary aim is the benefit of its members or shareholders or any other organisation.

### **9.2 Formal Representatives**

- 9.2.1 Each Member shall nominate a natural person as its Formal Representative to represent it at meetings of the Governing Council by notice in writing to the ISC and may revoke such nomination by notice in writing to the ISC. No nomination or revocation of a nomination shall be effective until it has been received by the ISC.
- 9.2.2 A Formal Representative must be a member of, closely associated with, employed by, a consultant to or a member of the governing body of the relative Member.
- 9.2.3 The vote of a representative of a Member that is a body corporate shall be valid whether or not the representative has voted in accordance with the

directions of the body corporate and the ISC shall not be required to make enquiry about any directions given to the representative.

### **9.3 Admission procedure**

The Executive Committee may require applications for Membership to be made in any reasonable way that they decide but no application from an organisation that is eligible for Membership shall be refused. The applicant shall be admitted to Membership on the later of the payment of the relative subscription and the nomination of a Formal Representative.

### **9.4 Transfer of Membership**

Membership of the ISC can, in consultation with the Director, be transferred to any other organisation providing it meets the eligibility criteria in clause 9.1.1.

### **9.5 Duty of Members and their Formal Representatives**

It is the duty of each Member and its Formal Representative to exercise its or their powers as a Member of the ISC or the Formal Representative of a Member in the way that it or they decide in good faith would be most likely to further the purposes of the ISC.

### **9.6 Termination of Membership**

9.6.1 Membership of the ISC comes to an end if:

- a. the Member ceases to exist; or
- b. the Member sends a notice of resignation to the ISC.

9.6.2 Membership of the ISC may be terminated at any time at the discretion of the Director if any sum of money due from the Member to the ISC has not been paid in full.

### **9.7 Membership categories and fees**

9.7.1 There shall be nine categories of Membership of the ISC. The category of Membership shall determine voting rights as set out in clause 11.9.

9.7.2 The categories of Membership and the relative Units of Subscription are:

<b>Category</b>	<b>Minimum Units of Subscription</b>
1	1
2	2
3	5
4	10

5	20
6	30
7	40
8	60
9	90

- 9.7.3 The value of a Unit of Subscription shall be determined by the Governing Council at each BGM.
- 9.7.4 On admission to Membership, each Member may determine its own category of Membership and shall during its period of Membership pay the annual subscription applicable to that category. A Member may subsequently choose a higher category of Membership by paying the subscription relative to that category.
- 9.7.5 A new Member who becomes a Member in the six months from 1<sup>st</sup> July to 31<sup>st</sup> December in any year may, by agreement with the Director, pay its first subscription at 50% of the amount applicable for the relative category of Membership.
- 9.7.6 All subscriptions are expected to be a multiple of the Unit of Subscription for the relative year.

## **9.8 Sponsoring Organisations**

- 9.8.1 Any organisation with an interest in the work of the ISC may at the discretion of the Executive Committee become a Sponsoring Organisation upon payment of a mutually agreed annual fee. A Sponsoring Organisation shall not be a Member. The Executive Committee may at its discretion and at any time terminate any such sponsorship arrangements upon the repayment of the relative proportion of any annual fee that has already been paid by the Sponsoring Organisation.

## **10. MEMBERS' DECISIONS**

### **10.1 General provisions**

Except for those decisions that must be taken in a particular way as indicated in clause 10.5, decisions of the Members of the ISC may be taken either by vote at a meeting of the Governing Council as provided in clause 10.3 or by written resolution as provided in clause 10.4.



## **10.2 Forms of Meetings**

- 10.2.1 A meeting of the Governing Council other than a BGM may be held by suitable electronic means or a Member may participate in a meeting of the Governing Council by electronic means where it is practical to do so. A meeting may only be held by electronic means or a Member can only participate in a meeting by electronic means if each participant may communicate with all the other participants.
- 10.2.2 Any Member participating at a meeting of the Governing Council by suitable electronic means in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 10.2.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **10.3 Taking ordinary decisions by vote**

Subject to clause 10.5, any decision of the Members of the ISC may be taken by means of a resolution at a meeting of the Governing Council. Such a resolution may be passed by a simple majority of votes cast at the meeting (including proxy votes) calculated in accordance with clause 11.8.1.

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

- 10.4.1 Subject to clause 10.5, 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 meeting of the Governing Council shall be effective, provided that:
- a. a copy of the proposed resolution has been sent to all the Members eligible to vote (“the Circulation Date”); and
  - b. 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 90 days beginning with the Circulation Date. The document signifying a Member’s agreement must be authenticated by the signature of their Formal Representative, or in such other manner as the ISC has specified. If a simple majority of the Members has not signified its agreement to the resolution within 90 days, the resolution shall lapse.
- 10.4.2 The resolution in writing may comprise several copies to which one or more Members has signified their agreement.
- 10.4.3 Eligibility to vote on the resolution is limited to Members who are Members of the ISC on both the Circulation Date and the date when the vote is considered for the purposes of clause 10.4.1 b.
- 10.4.4 Not less than 10% of the Members of the ISC may request the Executive Committee to make a proposal for decision by the Governing Council.

- 10.4.5 The Executive Committee must within 21 days of receiving such a request comply with it if:
- a. the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
  - b. the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the Members; and
  - c. effect can lawfully be given to the proposal if it is so agreed.
- 10.4.6 Clause 10.4.1, clause 10.4.2 and clause 10.4.3 apply to a proposal made at the request of Members.

## **10.5 Decisions that must be taken in a particular way**

- 10.5.1 Any decision to remove a member of the Executive Committee must be taken in accordance with clause 15.2.
- 10.5.2 Any decision to amend this constitution must be taken in accordance with clause 27 of this constitution (Amendment of Constitution).
- 10.5.3 Any decision to wind up or dissolve the ISC must be taken in accordance with clause 28 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the ISC to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

## **11. MEETINGS OF THE GOVERNING COUNCIL**

### **11.1 Types of general meeting**

- 11.1.1 There must be a BGM of the Governing Council. The first BGM must be held within 18 months of the registration of the ISC, and subsequent BGMs must be held at intervals of not more than 32 months. Other meetings of the Governing Council may be held at any time.
- 11.1.2 A BGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report for the previous two years and must elect trustees as required under clause 13.
- 11.1.3 All meetings of the Governing Council must be held in accordance with the following provisions of this clause 11.

### **11.2 Calling meetings**

- 11.2.1 The Chair of the Governing Council:
- a. must call the BGM in accordance with clause 11.1, and identify it as such in the notice of the meeting; and
  - b. may call any other meeting of the Governing Council at any time.

- 11.2.2 Any meeting of the Governing Council called by the Executive Committee at the request of the Members of the ISC must be held within 2 months from the date on which it is called.
- 11.2.3 If the Executive Committee fails to comply with its obligation to call a general meeting at the request of the Members, then the Members who requested the meeting may themselves call a general meeting.
- 11.2.4 A general meeting called in this way must be held not more than 3 months after the date when the Members first requested the meeting.
- 11.2.5 The ISC must reimburse any reasonable expenses (not including travel or accommodation) incurred by the Members calling a general meeting by reason of the failure of the Executive Committee to duly call the meeting, but the ISC shall be entitled to be indemnified by the Executive Committee who were responsible for such failure.

### **11.3 Notice of general meetings**

- 11.3.1 The Executive Committee, or, as the case may be, the relevant Members of the ISC, must give at least 2 calendar months' notice of a meeting of the Governing Council to all of the Members, and to any charity trustee of the ISC who is not a Member.
- 11.3.2 If it is agreed by not less than 90% of all the Members of the ISC, any resolution may be proposed and passed at the meeting even though the requirements of the above sub-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.
- 11.3.3 The notice of any meeting of the Governing Council must:
  - a. state the time and date of the meeting;
  - b. give the address at which the meeting is to take place;
  - c. if a proposal to alter the constitution of the ISC, to amalgamate with another charitable incorporated organisation, to transfer the undertaking of the ISC to another charitable incorporated organisation or to wind up the ISC is to be considered at the meeting, include particulars (including the text of the proposed resolution ) in the notice of the meeting;
  - d. include, with the notice for any BGM, the annual statement of accounts and trustees' annual report for the current year and the preceding year, details of persons standing for election or re-election as trustee Member of the Executive Committee, or, where allowed under clause 21 (Use of electronic communication), details of where the information may be found on the ISC's website.

- 11.3.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- 11.3.5 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 ISC.

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

- 11.4.1 The Governing Council shall elect one of the Formal Representatives to chair all meetings of the Governing Council.
- 11.4.2 The Chair of the Governing Council shall hold office until he or she:
  - a. resigns as the Chair; or
  - b. ceases to be a Formal Representative; or
  - c. is removed from office as Chair of the Governing Council by a resolution passed by a simple majority of the Members.
- 11.4.3 If at the start of any meeting of the Governing Council the Chair of the Governing Council is not present and willing to act, the Members present shall elect another Formal Representative to preside at that meeting.

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

- 11.5.1 No business may be transacted at any Governing Council meeting unless a quorum is present when the meeting starts.
- 11.5.2 Subject to the following provisions, the quorum for general meetings shall be the 25% of the Formal Representatives present in person or by proxy. A Member represented by a person present at the meeting in accordance with clause 11.10 is counted as being present in person.
- 11.5.3 If the meeting has been called by or at the request of the Members and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- 11.5.4 If the meeting has been called in any other way and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the ISC's Members at least one clear day before the date on which it will resume.
- 11.5.5 If a quorum is not present within 30 minutes of the start time of the re-convened meeting, the Member or Members present at the meeting constitute a quorum.

- 11.5.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the Members, the meeting must be adjourned.

#### **11.6 Attendance at general meetings**

The following shall be entitled to attend meetings of the Governing Council but shall not be counted in the quorum or be entitled to vote:

- 11.6.1 The Director;
  - 11.6.2 A representative of IASPEI;
  - 11.6.3 A representative of the Host Institution;
  - 11.6.4 A representative of any Sponsoring Organisation;
  - 11.6.5 Any specialist, including employees of the ISC, invited by the Chair of the Governing Council.
- 11.7 A failure to give notice of a meeting to any of the persons listed in clause 11.6 shall not invalidate the proceedings of the meeting.

#### **11.8 Voting rights**

- 11.8.1 On any Financial Resolution each Member shall have the number of votes relative to its category of Membership set out in clause 9.7.2.
- 11.8.2 On any resolution other than a Financial Resolution each Member shall have one vote irrespective of the Member's category of Membership.

#### **11.9 Voting at general meetings**

- 11.9.1 Any decision other than one falling within clause 10.5 (decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting in person or by proxy.
- 11.9.2 A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the person chairing the meeting or by any Member present in person or by proxy at the meeting.
- 11.9.3 A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- 11.9.4 A poll may be taken:

- a. at the meeting at which it was demanded; or
  - b. at some other time and place specified by the chair of the meeting.
- 11.9.5 In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- 11.9.6 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.

#### 11.10 Proxy voting

- 11.10.1 Any Member may, through its Formal Representative, appoint the Chair of the Governing Council, the Formal Representative of another Member or another person as a proxy to exercise all or any of that Member's rights to attend and vote at a meeting of the Governing Council. Proxies must be appointed by a notice in writing (a "proxy notice") which:
- a. States the name and address of the Member appointing the proxy.
  - b. Identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed.
  - c. Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the ISC may determine.
  - d. Is delivered to the ISC in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- 11.10.2 The ISC may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 11.10.3 Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 11.10.4 Unless a proxy notice indicates otherwise, it must be treated as:
- a. Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting.
  - b. Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 11.10.5 A Member who is entitled to attend or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the ISC by or on behalf of that Member. The attendance at the meeting by the Formal Representative of a Member cancels any proxy that has been delivered to the ISC on behalf of that Member.

- 11.10.6 An appointment under a proxy notice may be revoked by delivering to the ISC a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
- 11.10.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 11.10.8 If a proxy notice is not signed or authenticated by the Formal Representative appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that Member's behalf had authority to do so.

## **12. CHARITY TRUSTEES**

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

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

- 12.1.1 To exercise his or her powers and to perform his or her functions as a trustee of the ISC in the way he or she decides in good faith would be most likely to further the purposes of the ISC.
- 12.1.2 To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- a. any special knowledge or experience that he or she has or holds himself or herself out as having; and
  - b. if he or she acts as a charity trustee of the ISC in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### **12.2 Eligibility for trusteeship**

- 12.2.1 Every charity trustee must be a natural person.
- 12.2.2 No one may be appointed as a charity trustee:
- a. if he or she is under the age of 16 years; or
  - b. if he or she would automatically cease to hold office under the provisions outlined in clause 15.1.7.
- 12.2.3 No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decides, his or her acceptance of the office of charity trustee.

### **12.3 Number of charity trustees**

- 12.3.1 There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the Governing Council or to circulate a written resolution under clause 10.4 to appoint a new charity trustee.
- 12.3.2 The maximum number of elected charity trustees is six. The Governing Council may not elect any charity trustee if as a result the number of elected charity trustees would exceed the maximum.

### **12.4 First charity trustees**

The first charity trustees and their initial terms of office are:

**[FULL NAME OF CHARITY TRUSTEE]**

**[FULL NAME OF CHARITY TRUSTEE]**

**[FULL NAME OF CHARITY TRUSTEE]**

**[FULL NAME OF CHARITY TRUSTEE]**

## **13. APPOINTMENT OF CHARITY TRUSTEES**

### **13.1 Elected charity trustees**

- 13.1.1 An elected trustee must be a Formal Representative of a Member
- 13.1.2 On the termination of the initial period of office of the charity trustees listed in clause 12.4, each subsequent elected trustee shall be elected by the Governing Council for such Term of Office as the Governing Council may decide either at a BGM or by a resolution voted upon in accordance with clause 10.4.
- 13.1.3 An elected trustee may not serve more than two consecutive Terms of Office. An elected trustee who has served two consecutive Terms of Office may be elected for a further Term of Office after the lapse of a Term.

### **13.2 Nominated Charity Trustees**

- 13.2.1 The Host Institution and IASPEI (each an "appointing body") may each appoint one charity trustee.
- 13.2.2 An appointing body may remove any trustees appointed by that body
- 13.2.3 Any appointment or removal must be made at a meeting held or otherwise in accordance with the ordinary practice of the relative appointing body and must be notified to the ISC in writing.
- 13.2.4 Any appointment will be effective from the later of:



- a. the date of the vacancy; or
- b. the date on which the ISC is informed of the appointment;

and any removal shall be effective from the date on which the ISC is informed of the removal.

13.2.5 The person appointed must be employed by, a member of, a consultant to or a member of the governing body of the appointing body.

13.2.6 A trustee appointed by an appointing body has the same duty under clause 12.1 as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the ISC.

#### **14. INFORMATION FOR NEW CHARITY TRUSTEES**

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

14.1.1 A copy of any bye-laws made under clause 25, this constitution and any amendments made to it.

14.1.2 A copy of the ISC's latest trustees' annual report and statement of accounts.

#### **15. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES**

15.1 A charity trustee ceases to hold office if he or she:

15.1.1 Retires by notifying the ISC in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings).

15.1.2 Dies.

15.1.3 In the written opinion, given to the Governing Council, 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.

15.1.4 Is removed by the Members of the ISC in accordance with clause 15.2.

15.1.5 In the case of an elected trustee, ceases to be the Formal Representative of the Member of which he or she was the Formal Representative on the date of his or her election.

15.1.6 In the case of a charity trustee appointed by an appointing body, the date on which the removal is notified to the ISC.

- 15.1.7 Is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 15.2 A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a meeting of the Governing Council called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- 15.3 A resolution to remove a charity trustee in accordance with clause 15.2 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 ISC.

## **16. TAKING OF DECISIONS BY THE EXECUTIVE COMMITTEE**

Any decision of the Executive Committee may be taken either:

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

## **17. DELEGATION BY CHARITY TRUSTEES**

- 17.1 The Executive Committee may appoint advisory panels for considering specific matters, and, if they do, they must determine the terms and conditions on which the appointment is made. The Executive Committee may at any time alter those terms and conditions, or revoke the appointment. Any decisions made regarding the matters under consideration remains with the Executive Committee.
- 17.2 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:

- 17.2.1 A panel may consist of two or more persons, but at least one member of each panel must be a charity trustee.
- 17.2.2 The acts and proceedings of any panel must be brought to the attention of the Executive Committee as a whole as soon as is reasonably practicable.
- 17.2.3 The Executive Committee shall from time to time review the arrangements which it has made for the delegation of its powers.

## **18. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

### **18.1 Calling meetings**

- 18.1.1 The Executive Committee must meet at least once in every calendar year and no more than eighteen months shall elapse between meetings. The Chair of the Governing Council is entitled to attend, without a vote.
- 18.1.2 A meeting of the Executive Committee may be called:
  - a. by the Chair of the Executive Committee;
  - b. at the request of not less than half the Members of the Executive Committee.
- 18.1.3 Subject to that, the Executive Committee shall decide how its meetings are to be called, and what notice is required.

### **18.2 Chairing of meetings**

The Executive Committee will appoint one of the Elected Trustees to serve as Chair of the Executive Committee 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 30 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

### **18.3 Procedure at meetings**

- 18.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is one half of the total number of charity trustees, or, if that number is a fraction, the next lowest number or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- 18.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 18.3.3 In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

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

- 18.4.1 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.
- 18.4.2 Any charity trustee 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.
- 18.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **19. SAVING PROVISIONS**

- 19.1 Subject to clause 19.2, all decisions of the Executive Committee, or of a panel of the Executive Committee shall be valid irrespective of the participation in any vote of a charity trustee:
  - 19.1.1 Who was disqualified from holding office;
  - 19.1.2 Who had previously retired or who had been obliged by the constitution to vacate office.
  - 19.1.3 Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise if without:
    - a. the vote of that charity trustee; and
    - b. that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
- 19.2 Clause 19.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 19.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

## **20. EXECUTION OF STATUTORY DOCUMENTS**

- 20.1 The ISC shall execute documents either by signature or by affixing its seal (if it has one).
- 20.2 A document is validly executed by signature if it is signed by at least two members of the charity trustees.
- 20.3 If the ISC has a seal:
  - 20.3.1 It must comply with the provisions of the General Regulations;
  - 20.3.2 It must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the

seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

## **21. USE OF ELECTRONIC COMMUNICATIONS**

### **21.1 General**

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

- 21.1.1 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.
- 21.1.2 Any requirements to provide information to the Commission in a particular form or manner.

### **21.2 Use of electronic communications**

#### **21.2.1 To the ISC**

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

#### **21.2.2 By the ISC**

- a. Any Member or charity trustee of the ISC, by providing the ISC with his or her email address or similar, is taken to have agreed to receive communications from the ISC in electronic form at that address, unless the Member has indicated to the ISC his or her unwillingness to receive such communications in that form.
- b. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
  - i. Provide the Members with the notice referred to in clause 11.3 (Notice of general meetings).
  - ii. Give charity trustees notice of their meetings in accordance with clause 18.1 (Calling meetings).
  - iii. Submit any proposal to the Members or charity trustees for decision by written resolution or postal vote in accordance with the ISC's powers under clause 10 (Members' decisions) or clause 10.4 (Decisions taken by resolution in writing).

#### **21.2.3 The charity trustees must:**

- a. Take reasonable steps to ensure that Members and charity trustees are promptly notified of the publication of any such notice or proposal.

- b. Send any such notice or proposal in hard copy form to any Member or charity trustee who has not consented to receive communications in electronic form.

## **22. KEEPING OF REGISTERS**

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

## **23. MINUTES**

The charity trustees must keep minutes of all:

- 23.1 Appointments of officers made by the charity trustees.
- 23.2 Proceedings at general meetings of the ISC.
- 23.3 Meetings of the charity trustees and panels of charity trustees including:
  - 23.3.1 the names of the trustees present at the meeting;
  - 23.3.2 the decisions made at the meetings; and
  - 23.3.3 where appropriate the reasons for the decisions.
- 23.4 Decisions made by the charity trustees otherwise than in meetings.

## **24. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE**

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

## **25. RULES**

The Governing Council 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 ISC, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any Member of the ISC on request.

## **26. DISPUTES**

If a dispute arises between Members of the ISC 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.

## **27. AMENDMENT OF CONSTITUTION**

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

27.1 This constitution can only be amended:

27.1.1 by resolution agreed in writing by all the Members of the ISC; or

27.1.2 by a resolution passed by a 75% majority of votes cast at a general meeting of the Members of the ISC.

27.2 Any alteration of clause 4 (Objects), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or Members of the ISC or persons connected with them, requires the prior written consent of the Charity Commission.

27.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

27.4 A copy of any resolution altering the constitution, together with a copy of the ISC'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.

## **28. VOLUNTARY WINDING UP OR DISSOLUTION**

28.1 As provided by the Dissolution Regulations, the ISC may be dissolved by resolution of its Members. Any decision by the Members to wind up or dissolve the ISC can only be made:

28.1.1 At a general meeting of the Members of the ISC called in accordance with clause 11 (General meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

a. by a resolution passed by a 75% majority of those voting, or

b. 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

28.1.2 By a resolution agreed in writing by all the Members of the ISC.

28.2 Subject to the payment of all the ISC's debts:

- 28.2.1 Any resolution for the winding up of the ISC, or for the dissolution of the ISC without winding up, may contain a provision directing how any remaining assets of the ISC shall be applied.
  - 28.2.2 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the ISC shall be applied.
  - 28.2.3 The remaining assets must be applied for charitable purposes the same as or similar to those of the ISC.
- 28.3 The ISC must observe the requirements of the Dissolution Regulations in applying to the Commission for the ISC to be removed from the Register of Charities, and in particular:
- 28.3.1 The charity trustees must send with their application to the Commission:
    - a. a copy of the resolution passed by the Members of the ISC;
    - b. a declaration by the charity trustees that any debts and other liabilities of the ISC have been settled or otherwise provided for in full; and
    - c. a statement by the charity trustees setting out the way in which any property of the ISC has been or is to be applied prior to its dissolution in accordance with this constitution;
  - 28.3.2 The charity trustees must ensure that a copy of the application is sent within seven days to every Member and employee of the ISC, and to any charity trustee of the ISC who was not privy to the application.
- 28.4 If the ISC is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.