

Constitution
of the Charitable Incorporated Organisation

British Association for Islamic Studies

Registered Charity No. 1196378

Incorporated 3rd November 2021

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Constitution

of the Charitable Incorporated Organisation

BRITISH ASSOCIATION FOR ISLAMIC STUDIES

NAME AND LOCATION

Name

1. The name of the Charitable Incorporated Organisation is BRITISH ASSOCIATION FOR ISLAMIC STUDIES ("the Association").

National location of principal office

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

OBJECTS AND POWERS

Objects

3. The objects of the Association are the advancement of education for the public benefit through the promotion and enhancement of research and teaching about Islam and Muslim cultures and societies in UK higher and further education by all or any of the following means—
 - (a) providing a forum for academic exchange for scholars with an interest in any aspect of Islam and the Muslim world, past and present, including Muslim minority societies;
 - (b) the holding of conferences and events;
 - (c) the support of access to archives and information about Islam and the Muslim world;
 - (d) the pursuit of any other activities promoting Islamic studies as the Trustees may decide.

Powers

4. The Association has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Association has power to—
 - (a) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Association must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
 - (b) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
 - (d) employ and remunerate such staff as are necessary for carrying out the work of the Association. The Association may employ or remunerate a Trustee only to the extent that it is permitted to do so by clauses 8 to 15 and provided it complies with the conditions of those clauses;
 - (e) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Association to be held in the name of a nominee, in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000.

RESTRICTIONS ON USE OF INCOME AND PROPERTY

5. The income and property of the Association shall be applied solely towards the promotion of the objects, provided that—
 - (a) a Trustee is entitled to be reimbursed from the property of the Association, or may pay out of such property, reasonable expenses incurred by her or him when acting on behalf of the Association;
 - (b) a Trustee may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
6. None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also a Trustee receiving—
 - (a) a benefit from the Association as a beneficiary of the Association;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Association.
7. Nothing in the above clauses shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by clauses 8 to 15.

Benefits and payments to Trustees and connected persons

General provisions

8. No Trustee or connected person may—
 - (a) buy or receive any goods or services from the Association on terms preferential to those applicable to members of the public;
 - (b) sell goods, services, or any interest in land to the Association;
 - (c) be employed by, or receive any remuneration from, the Association;
 - (d) receive any other financial benefit from the Association;unless the payment or benefit is permitted by clauses 9 to 14 or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting benefits to Trustees or connected persons

9. A Trustee or connected person may receive a benefit from the Association as a beneficiary provided that it is available generally to the beneficiaries of the Association.
10. A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
11. Subject to clause 15, a Trustee or connected person may provide the Association with goods that are not supplied in connection with services provided to the Association by the Trustee or connected person.
12. A Trustee or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
13. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Association. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

14. A Trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

Payment for supply of goods only - controls

15. The Association and its Trustees may only rely upon the authority provided by clause 11 if each of the following conditions is satisfied—
- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Association and the Trustee or connected person supplying the goods ("the supplier").
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other Trustees are satisfied that it is in the best interests of the Association to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with her or him with regard to the supply of goods to the Association.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the Trustees in the minute book.
 - (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this Constitution.

Scope of restrictions

16. In clauses 9 to 15—
- (a) "the Association" includes any company in which the Association:
 - i) holds more than 50% of the shares; or
 - ii) controls more than 50% of the voting rights attached to the shares; or
 - iii) has the right to appoint one or more directors to the board of the company;
 - (b) "connected person" includes any person within the definition set out in clause 99.

LIABILITY OF MEMBERS

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

GENERAL STRUCTURE OF THE ASSOCIATION

18. The structure of the Association consists of—
- (a) the MEMBERS, being individuals and institutions who meet the criteria for membership established by this Constitution and by the Trustees;
 - (b) the TRUSTEES, being individuals appointed or elected from amongst the membership in accordance with this Constitution.
19. Members have the right to attend and vote at general meetings and have important powers under the Constitution; in particular, the members elect people to serve as Trustees and must take any decisions

about changes to this Constitution. The Trustees meet regularly during the period between Annual General Meetings, and generally control and supervise the activities of the Association; in particular, the Trustees are responsible for monitoring the financial position of the Association.

MEMBERSHIP OF THE ASSOCIATION

20. The Trustees may at their discretion admit members to the Association as follows—
- (a) ‘Full Members’, being individuals with an academic interest in Islamic Studies who are working at higher and further education institutions, both public and private, in the UK or the Republic of Ireland;
 - (b) ‘Student Members’, being postgraduate students in Islamic Studies at higher and further education institutions, both public and private;
 - (c) ‘Associate Members’, being individuals with an academic interest in Islamic Studies who are working in higher and further education institutions outside of the UK or the Republic of Ireland, and to those with an academic interest in Islamic Studies who are not currently professionally involved in academic Islamic Studies; and
 - (d) ‘Corporate Members’, being institutions with an academic interest in Islamic Studies, and organisations outside of further and higher education. Corporate members must be nominated by two Full Members of the Association.
21. Annual subscription fees are payable by all members in the above categories as a condition of membership. Only Full Members and Student Members shall be entitled to vote at general meetings of the Association. Members in all categories are entitled to stand for election to the Board of Trustees.

Admission procedure

22. The Trustees—
- (a) may require applications for membership to be made in any reasonable way that they decide;
 - (b) may refuse an application for membership if they believe that it is in the best interests of the Association for them to do so;
 - (c) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
 - (d) 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.

Transfer of membership

23. Membership is personal to the individual or institution on whom it has been conferred and cannot be transferred to someone else.

Duty of members

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

Termination of membership

25. Membership shall be terminated if a member—
- (a) resigns in writing to the Association; or
 - (b) ceases to qualify for membership under the provisions of clause 20; or

- (c) fails to pay any subscription three months after the date it became due; or
- (d) is expelled by the Trustees for conduct prejudicial to the Association, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

THE BOARD OF TRUSTEES

Number of Trustees

26. There must be at least three Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees, or appoint a new Trustee.

Functions and duties of Trustees

27. The Trustees shall manage the affairs of the Association and may for that purpose exercise all the powers of the Association. It is the duty of each Trustee—
- (a) to exercise her or his powers and to perform her or his functions in her or his capacity as a Trustee of the Association in the way she or he decides in good faith would be most likely to further the purposes of the Association; and
 - (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to—
 - i) any special knowledge or experience that she or he has or holds herself out as having; and,
 - ii) if she or he acts as a Trustee of the Association in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

Eligibility for Trusteeship

28. Under no circumstances shall any of the following serve as Trustees—
- (a) a person aged less than 16 years;
 - (b) an employee of the Association;
 - (c) a person who is an undischarged bankrupt;
 - (d) a person who has an unspent conviction involving dishonesty or deception or who would otherwise be 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).

First Trustees

29. The first Trustees of the Association are—
- Dr Usaama Al-Azaami
 - Dr Omar Anchassi
 - Dr Alyaa Ebbiary
 - Mr Thomas Lea

APPOINTMENT AND REMOVAL OF TRUSTEES

Appointment of Trustees

30. At every Annual General Meeting (“AGM”) of the Association, all the Trustees shall retire from office.
31. The vacancies so arising may be filled by the members at the AGM by means of election.

32. A retiring Trustee shall be eligible for re-election, provided that a Trustee shall serve for no more than six consecutive years, after which they may not be re-elected until at least two years have elapsed.
33. The Trustees may at their discretion co-opt any member of the Association to an ad-hoc officer position. A member co-opted in this manner shall become a Trustee and shall serve until the AGM following their appointment, when they may stand for election.

Information for new Trustees

34. The Trustees will make available to each new Trustee, on or before her or his first appointment—
 - (a) a copy of the current version of this Constitution; and
 - (b) a copy of the Association's latest Trustees' Annual Report and statement of accounts.

Retirement and removal of Trustees

35. The office of a Trustee shall be immediately vacated if she or he—
 - (a) resigns her or his office in writing to the Association (but only if at least three Trustees will remain in office); or
 - (b) ceases to be a member of the Association; or
 - (c) is absent without good reason from three consecutive Trustees' meetings, and the remaining Trustees decide that she or he shall vacate office by reason of such absence; or
 - (d) dies; or
 - (e) in the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months; or
 - (f) is removed from office by a vote taken at a general meeting, provided that any Trustee whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken;
 - (g) becomes bankrupt or makes any arrangement with her or his creditors generally or is otherwise disqualified by law from serving as a charity trustee.

TAKING OF DECISIONS BY TRUSTEES

36. Any decision may be taken either—
 - (a) at a meeting of the Trustees; or
 - (b) by resolution in writing or electronic form agreed by all of the Trustees.

Delegation by Trustees

37. The Trustees may delegate any of their powers or functions to a committee or committees, provided that the terms of any delegation must be recorded in the minute book. The Trustees may subsequently revoke or alter a delegation. The Trustees may impose conditions when delegating, and will always include the conditions that—
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a Trustee of the Association;
 - (b) the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and

- (c) the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

MEETINGS OF TRUSTEES

Calling meetings

38. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.

Chairing of meetings

39. At every meeting of the Trustees the Chair shall preside; but if he or she is not present 15 minutes after the time set for the meeting, the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

Procedure at meetings

40. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
41. The quorum shall be three Trustees or one third of the total number of Trustees, whichever is the greater number.
42. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
43. A Trustee may not appoint anyone else to act on her or his behalf at meetings of the Trustees.
44. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the resolution shall be lost.
45. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

Saving provisions

46. In the event that a decision is made by the Trustees (or a committee of Trustees), and it transpires that a Trustee participated in that decision who should not have done so because he or she—
- (a) was disqualified from holding office;
 - (b) had previously retired or who had been obliged by the Constitution to vacate office;
 - (c) was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
 - (d) that decision shall be valid if, had that Trustee not participated, the decision would have been made anyway by a majority of the Trustees at a quorate meeting.
47. The above clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for that clause, the resolution would have been void, or if the Trustee has not complied with clause 48.

Conflicts of interest and conflicts of loyalties

48. A Trustee must declare the nature and extent of any interest, direct or indirect, which she or he has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared.

49. A Trustee must absent herself from any discussions of the Trustees in which it is possible that a conflict will arise between her or his duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).
50. Any Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

TAKING OF DECISIONS BY MEMBERS OF THE ASSOCIATION

General provisions

51. Except for those decisions that must be taken in a particular way as indicated in clause 54, decisions of the members of the Association may be taken either by vote at a general meeting or by written resolution.

Making ordinary decisions at a general meeting

52. Except where this Constitution requires otherwise, any decision of the members may be made by a simple majority of votes cast at a general meeting at which a quorum is present.

Making ordinary decisions by written resolution

53. Except where this Constitution requires otherwise, a resolution may be made in writing if agreed by a simple majority of all the members, as follows—
 - (a) The proposed resolution shall be circulated to members in the same manner as notices for general meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against.
 - (b) The document indicating a member's approval of a written resolution may be sent to the Association as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
 - (c) A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.
 - (d) A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it. Eligibility to vote on the resolution is limited to organisations and individuals who are members of the Association on the date when the proposal is first circulated.

Decisions that must be taken in a particular way

54. Any decision to amend this Constitution must be taken in accordance with clause 91. Any decision to wind up or dissolve the Association must be taken in accordance with clause 95. Any decision to amalgamate or transfer the undertaking of the Association to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

GENERAL MEETINGS OF MEMBERS

Types of general meeting

55. There must be an Annual General Meeting (AGM) of the members of the Association. The first AGM must be held within 18 months of the registration of the Association, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report.
56. Other general meetings of the Association may be held at any time.
57. The Trustees must, within 21 days, call a general meeting of the members of the Association if—
 - (a) they receive a request to do so from at least 10% of the members of the Association; and

(b) the request states the general nature of the business to be dealt with at the meeting. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

58. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
59. Any general meeting called by the Trustees at the request of the members of the Association must be held within 28 days from the date on which it is called.
60. If the Trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
61. A general meeting called in this way must be held not more than three months after the date when the members first requested the meeting.
62. The Association must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Trustees to duly call the meeting, but the Association shall be entitled to be indemnified by the Trustees who were responsible for such failure.

Notice of general meetings

63. Any general meeting shall be called by at least 14 clear days' notice. However, a general meeting may be called with shorter notice if it is agreed by at least 90% of the members.
64. The notice of any general meeting must—
 - (a) state the time and date of the meeting;
 - (b) give the address at which the meeting is to take place;
 - (c) 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
 - (d) if a proposal to alter the Constitution of the Association is to be considered at the meeting, include the text of the proposed alteration.
65. The notice for the AGM must include the annual statement of accounts and trustees' annual report or details of where the information may be found on the Association's website.
66. 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.
67. The proceedings of a meeting shall not be invalidated because a member that was entitled to receive notice of the meeting did not receive it because of accidental omission by the Association.

Chairing of general meetings

68. The Chair of the Trustees shall, if present at the general meeting and willing to act, preside as chair of the meeting. If he or she is not present or willing to act, the Trustees who are present shall elect one of their number to preside at the meeting.

Quorum at general meetings

69. No business shall be transacted at a general meeting unless a quorum is present, in person or by proxy. Unless otherwise decided by the Association, a quorum shall be five members or 10% of the membership, whichever is the greater number.
70. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

71. If the meeting has been called in any other way and if—
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Trustees shall direct.
72. The Trustees must give at least seven clear days' notice of such an adjourned meeting, stating the date, time and place of the meeting.
73. If at this adjourned meeting no quorum is present 15 minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting.

Voting at general meetings

74. Any decision other than one falling within clause 54 shall be taken by a simple majority of votes cast at the meeting.
75. Each member has one vote on any question to be decided at a general meeting. A member who cannot attend a general meeting may appoint any other person to act as proxy for him or her by sending the Association 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; and
 - (d) is delivered to the Association in accordance with any instructions contained in the notice of the general meeting to which they relate.
76. The proxy notice may—
 - (a) specify that the proxy must vote this way or that on any particular resolution; or
 - (b) authorise the proxy to vote in accordance her or his own judgement.
77. 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 those present in person or by proxy.
78. 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.
79. 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; or
 - (c) through the use of postal or electronic communications.
80. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not have a second or casting vote.
81. 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.

Adjournment of meetings

82. 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.

ADMINISTRATION AND GENERAL

Execution of documents

83. A document is validly executed by the Association if it is signed by at least two of the Trustees.

Use of electronic communications

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

Keeping of Registers

85. The Association 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 Trustees.

Minutes

86. The Trustees must keep minutes of all—
- (a) appointments of officers made by the Trustees;
 - (b) proceedings at general meetings of the Association;
 - (c) meetings of the Trustees and committees of Trustees including:
 - i) the names of the Trustees present at the meeting;
 - ii) the decisions made at the meetings; and
 - iii) where appropriate, the reasons for the decisions;
 - (d) decisions made by the Trustees otherwise than in meetings.

Accounts, reports and returns

87. The 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 account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the Association, within 10 months of the financial year end.

Register of Charities

88. The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Association entered on the Central Register of Charities.

Rules

89. The Trustees 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 Association, 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 must be made available to any member of the Association on request.

Disputes

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

AMENDMENT OF CONSTITUTION

91. As provided by clauses 224-227 of the Charities Act 2011, this Constitution can only be amended—
- (a) by resolution agreed in writing by all members of the Association; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Association.
92. Any alteration of clause 3 (Objects), clauses 95 to 98 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of the Association or persons connected with them, requires the prior written consent of the Charity Commission.
93. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
94. A copy of any resolution altering the Constitution, together with a copy of the Association's Constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

VOLUNTARY WINDING UP OR DISSOLUTION

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

- ii) a declaration by the Trustees that any debts and other liabilities of the Association have been settled or otherwise provided for in full; and
 - iii) a statement by the Trustees setting out the way in which any property of the Association has been or is to be applied prior to its dissolution in accordance with this Constitution;
- (b) the Trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Association, and to any Trustee of the Association who was not privy to the application.
98. If the Association is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

INTERPRETATION

99. In this Constitution—
- "connected person" means—
- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
 - (b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;
 - (c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;
 - (d) an institution which is controlled:
 - i) by the Trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - ii) by two or more persons falling within sub-clause (d)(i), when taken together
 - (e) a body corporate in which:
 - i) the Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

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

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.

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

The "Communications Provisions" means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

"Trustee" means a trustee of the Association.

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