

**CONSTITUTION OF A CHARITABLE INCORPORATED
ORGANISATION WITH VOTING MEMBERS
OTHER THAN ITS CHARITY TRUSTEES**

(‘Association’ Model Constitution)

Date of constitution (last amended):

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1 Name

The name of the Charitable Incorporated Organisation (the **CIO**) is
Council for Higher Education in Art & Design

2 National location of principal office

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

3 Objects

- 3.1 The objects of the CIO are to advance education for the public benefit by promoting knowledge and understanding of art and design within higher education institutions (the **Objects**).
- 3.2 Nothing in this constitution shall authorise an application of the property of the CIO 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.

4 Powers

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

- 4.1 provide a forum for debate and exchange of information and ideas for leaders in higher education in art and design;
- 4.2 seek to inform, influence and initiate practice, research and learning and teaching in higher education in art and design at national and other levels;
- 4.3 support and enhance the quality of art and design education;
- 4.4 provide a forum on academic and administrative matters experienced in art and design as a whole;

- 4.5 inform, influence and initiate wider policy relating to the Objects, as appropriate at regional, national and international level;
- 4.6 anticipate and influence policy through an established relationship with government, planning and funding bodies, validation and examining bodies and other professional bodies influencing art and design education;
- 4.7 facilitate the dissemination of information relevant to art and design education;
- 4.8 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 4.9 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.10 sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.11 employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a member of the Executive Committee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to members of the Executive Committee and connected persons) and provided it complies with the conditions of those clauses;
- 4.12 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5 Application of income and property

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the objects.
 - 5.1.1 A member of the Executive Committee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - 5.1.2 A member of the Executive Committee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a member of the Executive Committee receiving:
 - 5.2.1 a benefit from the CIO as a beneficiary of the CIO;
 - 5.2.2 reasonable and proper remuneration for any goods or services supplied to the CIO.

- 5.3 Nothing in this clause shall prevent a member of the Executive Committee or connected person receiving any benefit or payment which is authorised by clause 6.

6 Benefits and payments to members of the Executive Committee and connected persons

6.1 General provisions

No member of the Executive Committee or connected person may:

- 6.1.1 buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- 6.1.2 sell goods, services, or any interest in land to the CIO;
- 6.1.3 be employed by, or receive any remuneration from, the CIO;
- 6.1.4 receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause 6.2 of this clause, 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.

6.2 Scope and powers permitting trustees' or connected persons' benefits

- 6.2.1 A member of the Executive Committee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- 6.2.2 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 CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 6.2.3 Subject to sub-clause 6.3 of this clause a member of the Executive Committee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the member of the Executive Committee or connected person.
- 6.2.4 A member of the Executive Committee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.2.5 A member of the Executive Committee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The 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.
- 6.2.6 A member of the Executive Committee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

6.3 Payment for supply of goods only - controls

The CIO and its Executive Committee may only rely upon the authority provided by sub-clause 6.2.3 of this clause if each of the following conditions is satisfied:

- 6.3.1 The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the member of the Executive Committee or connected person supplying the goods (the **supplier**).
- 6.3.2 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.
- 6.3.3 The other members of the Executive Committee are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a 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.
- 6.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- 6.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Executive Committee is present at the meeting.
- 6.3.6 The reason for their decision is recorded by the Executive Committee in the minute book.
- 6.3.7 A majority of the members of the Executive Committee then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4 In sub-clauses 6.2 and 6.3 of this clause:

- 6.4.1 the **CIO** includes any company in which the CIO:
 - (a) holds more than 50% of the shares; or
 - (b) controls more than 50% of the voting rights attached to the shares; or
 - (c) has the right to appoint one or more directors to the board of the company;
- 6.4.2 'connected person' includes any person within the definition set out in clause 31 (Interpretation).

7 Conflicts of interest and conflicts of loyalty

A member of the Executive Committee must:

- 7.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- 7.2 absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any member of the Executive Committee 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 Executive Committee on the matter.

8 Liability of members to contribute to the assets of the CIO if it is wound up

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

9 Membership of the CIO

9.1 Admission of new members

9.1.1 Eligibility

Membership of the CIO is open to any college, faculty or department either independent or part of a collegiate institute or university which provides courses in art and design and related subjects at a higher education level and which who is interested in furthering the CIO's purposes, and which, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause 9.3 of this clause.

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

9.1.2 Admission procedure

The Executive Committee:

- (a) may require applications for membership to be made in any reasonable way that it decides;
- (b) shall, if it approves an application for membership, notify the applicant of its decision within 21 days;
- (c) may refuse an application for membership if it believes that it is in the best interests of the CIO for it to do so;
- (d) shall, if it decides to refuse an application for membership, give the applicant its reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

- (e) shall give fair consideration to any such appeal, and shall inform the applicant of its decision, but any decision to confirm refusal of the application for membership shall be final.

9.2 Transfer of membership

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

9.3 Duty of members

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

9.4 Termination of membership

9.4.1 Membership of the CIO comes to an end if:

- (a) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- (b) the member sends a notice of resignation to the Executive Committee; or
- (c) any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
- (d) the Executive Committee decides that it is in the best interests of the CIO that the member in question should be removed from membership, and passes a resolution to that effect.

9.4.2 Before the Executive Committee takes any decision to remove someone from membership of the CIO it must:

- (a) inform the member of the reasons why it is proposed to remove him, her or it from membership;
- (b) give the member at least 21 clear days notice in which to make representations to the Executive Committee as to why he, she or it should not be removed from membership;
- (c) at a duly constituted meeting of the Executive Committee, consider whether or not the member should be removed from membership;
- (d) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (e) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

9.5 Membership period and fees

- 9.5.1 Membership of the CIO shall run from 1 August to 31 July in each year, or for such other period as the Executive Committee shall determine.
- 9.5.2 The CIO may require members to pay reasonable membership subscription fees to the CIO, which shall be determined from time to time by the Executive Committee, subject to the approval of the members at the AGM.
- 9.5.3 Annual subscriptions (if any) shall be due in advance on 1 August or such other date as the Executive Committee shall determine.

9.6 Informal or associate (non-voting) membership

- 9.6.1 There shall be a separate category of 'Associate Membership' eligibility for which shall be decided by the Executive Committee from time to time and which, unless otherwise decided by the Executive Committee from time to time, shall be open to institutions which are comparable or related to ordinary members on a national or international basis, provided that Associate Members shall be entitled to attend but not vote at general meetings of the CIO.
- 9.6.2 The Executive Committee may create other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- 9.6.3 Other references in this constitution to 'members' and 'membership' do not apply to non-voting members, and non-voting members (including Associate Members) do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10 Members' decisions

10.1 General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause 10.4 of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause 10.2 of this clause or by written resolution as provided in subclause 10.3 of this clause.

10.2 Taking ordinary decisions by vote

Subject to sub-clause 10.4 of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, or by any other electronic form as the Executive Committee may approve from time to time, and proxy votes).

10.3 Taking ordinary decisions by written resolution without a general meeting

- 10.3.1 Subject to sub-clause 10.4 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:
- (a) a copy of the proposed resolution has been sent to all the members eligible to vote; 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 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.
- 10.3.2 The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- 10.3.3 Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.
- 10.3.4 Any members of the CIO may submit a request for the Executive Committee to make a proposal for decision by the members, provided that the Executive Committee shall only be obliged to put the proposal to a vote of the members in accordance with 10.3.5, below, if such request is either:
- (a) made by members representing less than 10% of the membership eligible to vote and the Executive Committee resolves that it should be proposed; or
 - (b) made by members representing not less than 10% of membership eligible to vote.
- 10.3.5 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.
- 10.3.6 Sub-clauses 10.3.1 to 10.3.3 of this clause apply to a proposal made at the request of members.

- 10.4 Decisions that must be taken in a particular way
- 10.4.1 Any decision to remove a trustee must be taken in accordance with clause 16.2.
- 10.4.2 Any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution).
- 10.4.3 Any decision to wind up or dissolve the CIO must be taken in accordance with clause 30 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.
- 10.5 Proxy voting
- 10.5.1 Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. 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 CIO may determine; and
 - (d) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- 10.5.2 The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 10.5.3 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.
- 10.5.4 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; and
 - (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.
- 10.5.5 A member who is entitled to attend, speak 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 CIO by or on behalf of that member.
- 10.5.6 An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

- 10.5.7 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.
- 10.5.8 If a proxy notice is not signed or authenticated by the member 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.

10.6 Postal Voting

- 10.6.1 The CIO may, if the Executive Committee so decides, allow the members to vote by post or electronic mail (**email**) to elect members of the Executive Committee or to make a decision on any matter that is being decided at a general meeting of the members.
- 10.6.2 The Executive Committee shall arrange for the supervision of the conduct of the postal/email ballot and the counting of votes.
- 10.6.3 If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:
 - (a) a notice by email, if the member has agreed to receive notices in this way under clause 23 (Use of electronic communication, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (b) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- 10.6.4 The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Membership and Administration Manager for CHEAD', at the CIO's principal office or such other postal address as is specified in the voting procedure.
- 10.6.5 The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- 10.6.6 Email votes must be returned to an email address used only for this purpose as indicated in the voting procedure.
- 10.6.7 The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

- 10.6.8 The voting procedure may require the making of a list of names of members casting valid votes, and a separate list of members casting votes which were invalid, in order to determine who may be admitted to, and vote at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- 10.6.9 For postal votes, the internal envelopes (with the member's name and signature) must be retained by the charity. For email votes, any part of the email that includes the member's name shall be retained. In each case, arrangements shall be made to record on or with this evidence of the member's name that their vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- 10.6.10 Votes cast by post or email must be counted before the meeting at which the vote is to be taken. The person chairing the meeting shall be provided with written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- 10.6.11 The result of the postal/email ballot must not be disclosed until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the result be declared of the valid postal votes received, and these votes shall be included in the declaration of the result of the overall vote.
- 10.6.12 Following the final declaration of the result of the vote, the Executive Committee or other authorised persons shall retain the bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- 10.6.13 Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the Executive Committee, to consist of two trustees and two persons independent of the CIO, or such other constitution as the Executive Committee shall determine. If the dispute cannot be satisfactorily resolved by the panel, the Executive Committee shall decide how the dispute shall be resolved, which may include by reference to the Electoral Reform Society or such other appropriate external body as may be determined by the Executive Committee.

11 General meetings of members

11.1 Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13. The AGM shall usually be held during the Spring term of the English academic year.

Other general meetings of the members of the CIO may be held at any time.

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

11.2 Calling general meetings

11.2.1 The Executive Committee:

- (a) must call the annual general meeting of the members of the CIO in accordance with sub-clause 11.1 of this clause, and identify it as such in the notice of the meeting; and
- (b) may call any other general meeting of the members at any time.

11.2.2 The Executive Committee must, within 21 days, call a general meeting of the members of the CIO if:

- (a) it receives a request to do so from at least 10 members or 10% of the members of the CIO (whichever is the lesser); and
- (b) 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.

11.2.3 If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause 11.2.2(a) of this clause shall have effect as if 5% were substituted for 10%.

11.2.4 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

11.2.5 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

11.2.6 Any general meeting called by the Executive Committee at the request of the members of the CIO must be held within 28 days from the date on which it is called.

11.2.7 If the Executive Committee fails 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.

11.2.8 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.

11.2.9 The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Executive Committee to duly call the meeting, but the CIO shall be entitled to be indemnified by the members of 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 CIO, must give at least 28 clear days notice of any general meeting to all of the members, and to any member of the Executive Committee of the CIO who is not a member.

11.3.2 If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 11.3.1 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.

11.3.3 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 CIO is to be considered at the meeting, include the text of the proposed alteration;
- (e) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 23 (Use of electronic communication), details of where the information may be found on the CIO'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 CIO.

11.4 Chairing of general meetings

The person nominated as chair by the Executive Committee under clause 20.2 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

11.5 Quorum at general meetings

11.5.1 No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.

11.5.2 Subject to the following provisions, the quorum for general meetings shall be at least one third of the members. An organisation represented by a person present at the meeting in accordance with sub-clause 11.7 of this clause, 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 15 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 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
- 11.5.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- 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 Voting at general meetings
- 11.6.1 Any decision other than one falling within clause 10.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
- 11.6.2 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 chair or by at least 10% of the members present in person or by proxy at the meeting.
- 11.6.3 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.
- 11.6.4 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; or
 - (c) through the use of postal or electronic communications.
- 11.6.5 If the numbers of votes on a poll are equal then the chair of the meeting at which the poll was called shall have a casting vote.
- 11.6.6 If the numbers of votes on a show of hands for and against a proposal at a meeting are equal then, unless a poll is called in accordance with Articles 11.6.2 to 11.6.5, above, the resolution shall be proposed for a second time at the same meeting, and if the result remains tied and a poll is not called, the chair shall have a casting vote.

- 11.6.7 The chair of the meeting shall not have a second, or casting vote.
- 11.6.8 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.

11.7 Representation of organisations and corporate members

- 11.7.1 An institution, organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO. The person to be authorised shall usually be chosen from the most senior academics or leading members of staff responsible for art and design at the member institution.
- 11.7.2 The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.
- 11.7.3 Written notice of the representative's authority shall be given to the CIO's Membership and Administration Manager, failing which the CIO shall not be required to accept the right of any representative to exercise the institutional member's rights at meetings. Any such notice given to the CIO shall be conclusive evidence that the representative is entitled to represent the institutional member and that his or her authority has not been revoked. The CIO shall not be required to consider whether the representative has been properly authorised by the institutional member.
- 11.7.4 The CIO shall be entitled to regard the representative as eligible to represent the institutional member until written notice to the contrary is received by the CIO.
- 11.7.5 Each institutional member shall be entitled to appoint an alternate representative by the same process outlined at Articles 11.7.1 to 11.7.4 to deputise in the place of their main representative in the event of absence.

11.8 Adjournment of meetings

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

11.9 Observers

The Executive Committee may invite observers to attend general meetings, who may include representatives or assessors from other organisations, provided that any observers may not vote or otherwise be granted any rights of membership, and may be asked to withdraw from any part of the meeting where their presence may impede discussion.

12 Executive Committee

12.1 Functions and duties of the Executive Committee

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

12.1.1 to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

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 member of the Executive Committee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

12.2 The Executive Committee shall be responsible for matters including but not limited to:

12.2.1 The implementation of strategy and policy;

12.2.2 The control and oversight of the CIO's finances; and

12.2.3 The appointment of staff.

12.3 Eligibility for trusteeship

12.3.1 Every member of the Executive Committee must be a natural person.

12.3.2 Every member of the Executive Committee must work for or otherwise be associated with a member or Associate Member.

12.3.3 No one may be appointed as a member of the Executive Committee:

(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 of clause 16.1.6.

12.3.4 No one is entitled to act as a member of the Executive Committee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Executive Committee decides, his or her acceptance of the office of member of the Executive Committee.

12.3.5 At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call

a meeting of the Executive Committee, or appoint a new member of the Executive Committee.

12.4 Number of members of the Executive Committee

12.4.1 There should be:

Three 'Honorary Officers' comprising the Chair, Vice-Chair and Honorary Treasurer appointed in accordance with clauses 13.1 and 14;

Not more than six Elected Trustees appointed in accordance with clauses 13.1 and 14;

Not more than two Expert Trustees appointed in accordance with clause 144; and

Not more than four Co-opted Trustees appointed in accordance with clause 13.2.

12.4.2 There must be at least three members of the Executive Committee. If the number falls below this minimum, the remaining member or members of the Executive Committee may act only to call a meeting of the Executive Committee, or appoint a new member of the Executive Committee.

12.4.3 The maximum number of members of the Executive Committee that can be appointed is as provided in sub-clause 12.4.1 of this clause. No appointment may be made in excess of these provisions.

13 Appointment of members of the Executive Committee

13.1 The Honorary Officers and Elected Trustees shall be elected by ordinary decision of the members at the Annual General Meeting in accordance with clause 14.

13.2 The Executive Committee may from time to time co-opt up to six persons who are willing to act as members of the Executive Committee, and are permitted by law to do so, of whom:

13.2.1 four may be appointed as Co-opted Trustees (as defined at clause 13.3); and

13.2.2 two may be appointed as Expert Trustees (as defined at and subject to the requirements of clause 13.4).

13.3 Co-opted Trustees shall normally be appointed to ensure that work on key issues for the CIO can be effectively and efficiently carried out by the Executive Committee.

13.4 Expert Trustees must hold the position of chair (or such other senior position as the Executive Committee may determine from time to time) with a recognised organisation in the Art, Design or Education sectors, and shall normally be appointed to bring their expertise to the Executive Committee when required.

13.5 Any casual vacancy on the Executive Committee may be filled up by the Executive Committee and any person appointed to fill a casual vacancy shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for election at that meeting.

13.6 No appointment of a member of the Executive Committee, whether by the CIO in general meeting or by the Executive Committee, may be made which would cause the number of members of the Executive Committee to exceed any number fixed as the maximum number of members of the Executive Committee.

13.7 First members of the Executive Committee

Subject to clause 16 the first members of the Executive Committee shall hold office until expiry of their term at the conclusion of the Annual General Meeting during or after the month of March in the following years:

	Role	Name	Retirement date
1	Chair	Prof Anita Phyllis Taylor	March 2018
2	Vice Chair	Prof Kerstin Mey	March 2020
3	Treasurer	Dr Timothy Coole	March 2019
4	Elected Trustee	Prof Karen Fleming Young	March 2020
5	Elected Trustee	Prof Victoria Gunn	March 2020
6	Elected Trustee	Prof Sally Anne Wade	March 2020
7	Elected Trustee	Prof Simon Robertshaw	March 2019
8	Elected Trustee	Dean Hughes	March 2018
9	Elected Trustee	David McGravie	March 2019
10	Co-opted Trustee (Gallery Network)	Dr Virginia Button	March 2019
11	Co-opted Trustee	Huw Swayne	March 2019
	Co-opted Trustee	Vacant	
	Expert Trustee	Vacant	
	Expert Trustee	Vacant	

13.8 Any other:

13.8.1 Honorary Officer or Elected Trustee shall be appointed for a term of three years; and

13.8.2 Co-opted Trustee or Expert Trustee shall be appointed for a term of three years unless any other term is determined by the Executive Committee upon their appointment;

at the end of which he or she shall retire.

13.9 Retirements shall take effect at the end of the AGM in the year in which the member of the Executive Committee in question is due to retire. For the purposes of continuity, appointments shall normally be made to ensure that only one Honorary Officer and one third of the Elected,

Co-opted and Expert Trustees shall retire in each calendar year (subject to any longer terms of office determined on the appointment of Co-opted or Expert Trustees).

- 13.10 Subject to clause 17, a person retiring from the Executive Committee shall be eligible for re-election.

14 Nominations of Honorary Officers and Elected Trustees

- 14.1 Any member of the CIO may put forward nominees for election to the Executive Committee as either an Honorary Officer or an Elected Trustee, provided that no single member may be represented by more than one appointee on the Executive Committee and no group of affiliated members (due to an association with a single parent or umbrella organisation or similar) shall be represented between them by more than three appointees on the Executive Committee.

- 14.2 Subject to any change to the nominations or elections procedure as agreed by ordinary decision of the members the following shall apply:

14.2.1 nominations may be sent to the Membership and Administration Manager to arrive at least seven days before the Annual General Meeting and shall be accompanied by a statement of the candidate's willingness to serve;

14.2.2 in the event of an insufficient number of nominations, those members already nominated shall be automatically elected to the Executive Committee;

14.2.3 further nominations may be taken from the floor of the Annual General Meeting for the remaining Honorary Officers and Elected Trustees.

15 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 his or her first appointment:

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

16 Retirement and removal of members of the Executive Committee

- 16.1 A member of the Executive Committee ceases to hold office if he or she :

16.1.1 retires by notifying the CIO 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);

16.1.2 is absent without the permission of the Executive Committee from three consecutive meetings of the Executive Committee and the trustees resolve that his or her office be vacated;

16.1.3 dies;

- 16.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 16.1.5 is removed by the members of the CIO in accordance with sub-clause 16.2 of this clause; or
 - 16.1.6 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).
- 16.2 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 two-thirds majority of votes cast at the meeting.
- 16.3 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 CIO.

17 Reappointment of members of the Executive Committee

- 17.1 Any person who retires as a member of the Executive Committee at the expiry of their term or by giving notice to the CIO is eligible for reappointment. Subject to clause 17.2 a member of the Executive Committee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least three years. For the avoidance of doubt, time served on the Executive Committee of the CIO's predecessor body (being an unincorporated association with the same name) shall count towards a member of the Executive Committee's period in office.
- 17.2 A member of the Executive Committee who has served two consecutive terms may, in exceptional circumstances, be appointed for a further term of up to two years on a resolution passed by an ordinary decision of the members at a general meeting.

18 Taking of decisions by the Executive Committee

Any decision may be taken either:

- 18.1 at a meeting of the Executive Committee; or
- 18.2 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.

19 Delegation by Executive Committee

- 19.1 The Executive Committee may delegate any of their powers or functions to a sub-committee or sub-committees, and, if it does, it 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.

19.2 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 -

19.2.1 a sub-committee may consist of two or more persons, but at least one member of each sub-committee must be a member of the Executive Committee;

19.2.2 the acts and proceedings of any sub-committee must be brought to the attention of the Executive Committee as a whole as soon as is reasonably practicable; and

19.2.3 the Executive Committee shall from time to time review the arrangements which it has made for the delegation of their powers.

20 Meetings and proceedings of Executive Committee

20.1 Calling meetings

20.1.1 Any member of the Executive Committee may call a meeting of the Executive Committee.

20.1.2 Subject to that, the Executive Committee shall decide how their meetings are to be called, and what notice is required.

20.1.3 The Executive Committee shall usually meet at least five times per calendar year.

20.2 Chairing of meetings

The Chair (as elected in accordance with clause 14) shall chair meetings of the Executive Committee. If no-one has been so appointed, or if the Chair is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Vice-Chair shall act as chair. If the Vice-Chair is unwilling to preside or is not present within 10 minutes after the time of the meeting, the members of the Executive Committee present may appoint one of their number to chair that meeting.

20.3 Procedure at meetings

20.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is five members of the Executive Committee, or such larger number as the Executive Committee may decide from time to time. 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.

20.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

20.3.3 In the case of an equality of votes, the chair shall have a second or casting vote.

20.4 Participation in meetings by electronic means

- 20.4.1 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.
- 20.4.2 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.
- 20.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

21 Saving provisions

21.1 Subject to sub-clause 21.2 of this clause, all decisions of the Executive Committee, or of a sub-committee of the Executive Committee, shall be valid notwithstanding the participation in any vote of a member of the Executive Committee:

- 21.1.1 who was disqualified from holding office;
- 21.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 21.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that 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.

21.2 Sub-clause 21.1 of this clause does not permit a member of the Executive Committee to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a sub-committee of the Executive Committee if, but for clause 21.1, the resolution would have been void, or if the member of the Executive Committee has not complied with clause 7 (Conflicts of interest).

22 Execution of documents

- 22.1 The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- 22.2 A document is validly executed by signature if it is signed by at least two members of the Executive Committee.
- 22.3 If the CIO has a seal:
 - 22.3.1 it must comply with the provisions of the General Regulations; and

- 22.3.2 it must only be used by the authority of the Executive Committee or of a sub-committee of Executive Committee duly authorised by the Executive Committee. The Executive Committee may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two members of the Executive Committee.

23 Use of electronic communications

23.1 General

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

- 23.1.1 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;
- 23.1.2 any requirements to provide information to the Commission in a particular form or manner.

23.2 To the CIO

Any member or member of the Executive Committee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

23.3 By the CIO

- 23.3.1 Any member or member of the Executive Committee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- 23.3.2 The Executive Committee may, subject to compliance with any legal requirements, by means of publication on its website -
- (a) provide the members with the notice referred to in clause 11.3 (Notice of general meetings);
 - (b) give members of the Executive Committee notice of their meetings in accordance with clause 20.1 (Calling meetings); and
 - (c) submit any proposal to the members or members of the Executive Committee for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10.3 (Decisions taken by resolution in writing), or clause 10.6 (Postal voting).

23.3.3 The Executive Committee must:

- (a) take reasonable steps to ensure that members and members of the Executive Committee 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 member of the Executive Committee who has not consented to receive communications in electronic form.

24 Keeping of Registers

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

25 Minutes

The Executive Committee must keep minutes of all:

- 25.1 appointments of officers made by the Executive Committee;
- 25.2 proceedings at general meetings of the CIO;
- 25.3 meetings of the Executive Committee and sub-committees of Executive Committee including:
 - 25.3.1 the names of the trustees present at the meeting;
 - 25.3.2 the decisions made at the meetings; and
 - 25.3.3 where appropriate the reasons for the decisions;
- 25.4 decisions made by the Executive Committee otherwise than in meetings.

26 Accounting records, accounts, annual reports and returns, register maintenance

- 26.1 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 CIO, within 10 months of the financial year end.
- 26.2 The Executive Committee must comply with its obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

27 Rules

The Executive Committee may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO (including but not limited to the establishment of financial control procedures), but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

28 Disputes

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

29 Amendment of constitution

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

29.1 This constitution can only be amended:

29.1.1 by resolution agreed in writing by all members of the CIO; or

29.1.2 by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

29.2 Any alteration of clause 3 (Objects), clause 30 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Executive Committee or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

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

29.4 A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

30 Voluntary winding up or dissolution

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

30.1.1 at a general meeting of the members of the CIO 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:

(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
- (c) by a resolution agreed in writing by all members of the CIO.

30.1.2 Subject to the payment of all the CIO's debts:

- (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
- (b) If the resolution does not contain such a provision, the Executive Committee must decide how any remaining assets of the CIO shall be applied.
- (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

30.1.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

- (a) the Executive Committee must send with its application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the Executive Committee that any debts and other liabilities of the CIO 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 CIO 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 CIO, and to any member of the Executive Committee of the CIO who was not privy to the application.

30.1.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

31 Interpretation

In this constitution:

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

31.2 **connected person** means:

31.2.1 a child, parent, grandchild, grandparent, brother or sister of the member of the Executive Committee;

31.2.2 the spouse or civil partner of the member of the Executive Committee or of any person falling within sub-clause 31.2.1 above;

31.2.3 a person carrying on business in partnership with the member of the Executive Committee or with any person falling within subclause 31.2.1 or 31.2.2 above;

31.2.4 an institution which is controlled -

(a) by the member of the Executive Committee or any connected person falling within sub-clause 31.2.1, 31.2.2, or 31.2.3 above; or

(b) by two or more persons falling within sub-clause (a), when taken together

31.2.5 a body corporate in which -

(a) the member of the Executive Committee or any connected person falling within sub-clauses 31.2.1 to 31.2.3 has a substantial interest; or

(b) two or more persons falling within sub-clause (a) 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.

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

31.4 **Executive Committee** means the board of charity trustees of the CIO and references to **a member or members of the Executive Committee** shall be construed as references to the CIO's charity trustees (where **charity trustee** has the same meaning as defined by section 177 Charities Act 2011).

31.5 **General Regulations** means the Charitable Incorporated Organisations (General) Regulations 2012.

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