

Reading Guild of Artists.

Constitution of a Charitable Incorporated Organisation with voting members other than its Councillors (‘Association’ Model Constitution)

1. Date of constitution:25.04.2018.....

2. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is

“Reading Guild of Artists CIO”

3. 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.

4. Objects

The object of the CIO is ...

The advancement of Public education in visual arts by means of exhibitions, lectures, demonstrations, criticism and discussion.

In furtherance of these objects but not further or otherwise the Guild will have the following powers:

to support and encourage high standards in the practice of visual arts

to promote fellowship within the Guild and between the Guild and other persons and bodies interested in the visual arts and in other relevant subjects.

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

5. 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:

5.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as

- appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 5.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.3 sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 5.4 employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Councillors and connected persons) and provided it complies with the conditions of those clauses;
- 5.5 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;

6. Application of income and property

- 6.1 The income and property of the CIO must be applied solely towards the promotion of the objects.
- 6.2 A charity trustee/ Councillor 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.
- 6.3 A charity trustee/ Councillor 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.
- 6.4 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 charity trustee/Councillor receiving:
- i. a benefit from the CIO as a beneficiary of the CIO;
 - ii. reasonable and proper remuneration for any goods or services supplied to the CIO.
- 6.5 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 7

7 Benefits and payments to Councillors and connected persons

7.1 General provisions

No charity trustee or connected person may:

- i. buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- ii. sell goods, services, or any interest in land to the CIO;
- iii. be employed by, or receive any remuneration from, the CIO;
- iv. receive any other financial benefit from the CIO; unless the payment or benefit is permitted by sub-clause ii 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.

7.2 Scope and powers permitting trustees’ or connected persons’ benefits

A charity trustee/Councillor 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.

7.3 A charity trustee/Councillor 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.

7.4 Subject to sub-clause 7.3 of this clause a charity trustee/Councillor or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

7.4 A charity trustee/Councillor 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).

7.5 A charity trustee/Councillor 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 charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.6 A charity trustee/Councillor 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.

Payment for supply of goods only – controls

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

- i. The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods ("the supplier").
- ii. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- iii. The other Councillors 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 charity trustee or connected person. In reaching that decision the Councillors must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- iv. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- v. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Councillors is present at the meeting.
- vi. The reason for their decision is recorded by the Councillors in the minute book.
- vii. A majority of the Councillors then in office are not in receipt of remuneration or payments authorised by clause 7.

In sub-clauses ii and iii of this clause: "the CIO" includes any company in which the CIO: holds more than 50% of the shares; or controls more than 50% of the voting rights attached to the shares; or has the right to appoint one or more directors to the board of the company;

"connected person" includes any person within the definition set out in clause 41 (Interpretation);

8 Conflicts of interest and conflicts of loyalty

8.1 A charity trustee must:

- i. 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
- ii. absent himself or herself from any discussions of the Councillors 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).
- iii. Any charity 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 Councillors on the matter.

9 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.

10 Membership of the CIO

10.1 Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, 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 clause 13.3

11 Admission of new members

Eligibility

11.1 All persons practising or interested in visual arts shall be eligible to apply for election to the Guild. The classes of ordinary membership are as follows:

EXHIBITING MEMBER

AFFILIATE MEMBER

11.2 For these classes application must be made to the Membership Secretary on the prescribed form. In the case of exhibiting members application must be accompanied by six specimens of recent work, or photographs in the case of sculpture or other large works. Such applications are considered by the Election Committee of the Guild. In special circumstances the Election Committee may offer Exhibiting membership without submission of work.

Election Committee

- 11.3 The Election Committee shall consider applications to become a member and shall consist of a minimum of 5 and a maximum of 9 people: The President, Chairman and Exhibition Secretary will always be invited; additional invitations may include 1 non-RGA member and the rest from the membership. It shall normally meet once a year.
- 11.4 Decisions shall be reported at the next Council Meeting.
- 11.5 Affiliate members have the same rights as exhibiting members save for being considered to exhibit works.
- 11.6 Honorary Life membership may be offered by a General Meeting of Guild upon the recommendation of the Executive Council to those who have distinguished themselves and/or have served the Guild in some special and important way. Honorary Life Members may participate in meetings of the Guild as if they are exhibiting members and shall have the same voting rights as exhibiting members.

12 Exhibitions

- 12.1 The Guild shall hold an Annual Exhibition from the work submitted by Exhibiting Members and shall hold other exhibitions as occasion demands.
- 12.2 When selection of works for the Annual and other exhibitions is required, the selection shall be made by the Council.
- 12.3 The dates of exhibitions, the number of works to be submitted by members and all other requirements in connection with exhibitions shall be determined by the Council
- 12.4 The Guild shall not be responsible for any injury to or loss of works submitted for exhibitions, during exhibitions, in transit to or from such exhibitions and while works wait hanging or collection.

13 Admission procedure

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

- ii. may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- iii. 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
- iv. 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.

13.2 Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

13.3 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.

13.4 Termination of membership

Membership of the CIO comes to an end if:

- i. the member dies,
- ii. the member sends a notice of resignation to the Councillors; or
- iii. any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
- iv. the Councillors decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.
- v. Before the Councillors take any decision to remove someone from membership of the CIO they must:
- vi. inform the member of the reasons why it is proposed to remove him, her or it from membership;
- vii. give the member at least 21 clear days notice in which to make representations to the Councillors as to why he, she or it should not be removed from membership; at a duly constituted meeting of the Councillors, to consider whether or not the member should be removed from membership;

- viii. Councillors shall consider at that meeting any representations which the member makes as to why the member should not be removed; and allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

14 Membership fees

- 14.1 The CIO may require members to pay reasonable subscriptions to the CIO.
- 14.2 Annual subscriptions shall be determined by the Council.
- 14.3 New members elected after the beginning of the year shall be required to pay a full year's subscription, the next subscription falling due on the following 1st January, except that for those elected after 30th September a further subscription shall not be due until the beginning of the second full year of membership.
- 14.4 Members who fail to pay their subscriptions due on 1st January each year by 30th March in the same year, shall have their names removed from the Membership List and will not be entitled as from 1st April in the same year to any privilege of membership, including submission of works for the Annual Exhibition.
- 14.5 No member's financial liability in respect of the Guild shall exceed his subscription for any year.

15 Members' decisions

General provisions

- 15.1 Except for those decisions that must be taken in a particular way as indicated in clause 16, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in 15.2 of this clause or by written resolution as provided in clause 15.3.

Taking ordinary decisions by vote

15.2 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.

Taking ordinary decisions by written resolution without a general meeting

15.3 Subject to sub-clause (i) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- i. a copy of the proposed resolution has been sent to all the members eligible to vote; and
- ii. a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or 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.
- iii. The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- iv. 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 15.3 above.

15.4 Not less than 10% of the members of the CIO may request the Councillors to make a proposal for decision by the members.

15.5 The Councillors must within 21 days of receiving such a request comply with it if:

- (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
- (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
- (iii) Effect can lawfully be given to the proposal if it is so agreed.

Sub-clauses i-iii of this clause apply to a proposal made at the request of members.

16 Decisions that must be taken in a particular way

- 16.4 Any decision to remove a trustee must be taken in accordance with clause 27.2
- 16.5 Any decision to amend this constitution must be taken in accordance with clause 17.11 of this constitution (Amendment of Constitution).
- 16.6 Any decision to wind up or dissolve the CIO must be taken in accordance with clause 40 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.

General meetings of members

17 Types of general meeting

- 17.4 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 clauses 20 to 25
- 17.5 Other general meetings (including special general meetings) of the members of the CIO may be held at any time.
- 17.6 A Meeting for all members of the Guild (the Annual General Meeting) shall be held at an early date in the New Year.
- 17.7 The Annual General Meeting shall elect Officers, Councillors and the Examiner, consider the Report of the Council, the Annual Statement of Accounts and any notices of Motion and deal with any other relevant business.
- 17.8 The notice convening the Annual General Meeting, together with the Annual Report and Annual Statement of Accounts shall be circulated to each member at least 21 days before the date of the Meeting.

17.9 Any member wishing to propose changes in major aspects of the Guild's policy including or involving changes in the Constitution (having regard to the provisions of clauses 16 and 39) may do so by submitting a resolution as set out in 13.8

17.10 A quorum at an Annual General Meeting shall be 10 members or one-tenth of the membership, whichever is less.

17.11 Alterations to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or a Special General Meeting. A resolution for the alteration of the Constitution must be received by the Secretary of the Guild at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration shall be made to clause 2 and 3 (Objects and Powers), clause 36 (Dissolution) or this clause and no alteration shall be made which would have the effect of causing the Guild to cease to be a charity at law.

17.12 Voting on elections or resolutions shall be determined by a simple majority, with the Chairman having a second or casting vote in the event of a tie; except that

- i. alterations to this Constitution shall require a two-thirds majority of members present and
- ii. a resolution to dissolve the Guild may only be carried by a two-thirds majority of the total membership thereof.

17.13 Any two or more members may nominate any other eligible member as an Officer or Councillor. Nominations must be received by the Secretary, in writing, at or before the beginning of the Annual General Meeting and must contain the signatures of the nominees signifying their willingness to serve if elected

17.14 All general meetings must be held in accordance with the following provisions. The Councillors:

- i. must call the annual general meeting of the members of the CIO in accordance with clause 17.8 of this clause, and
- ii. identify it as a special general meeting in the notice of the meeting; and
- iii. may call any other general meeting of the members at any time.

Special General Meetings

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

- i. they receive a request to do so from at least 10% of the members of the CIO; and 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.
- ii. 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 i, of this clause shall have effect as if 5% were substituted for 10%.
- iii. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- iv. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- v. Any general meeting called by the Councillors at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- vi. If the Councillors 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.
- vii. 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.
- viii. The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Councillors to duly call the meeting, but the CIO shall be entitled to be indemnified by the Councillors who were responsible for such failure.

Notice of general meetings

17.15 The Councillors, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.

17.16 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 17.14 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.

17.17 The notice of any general meeting must

- i. state the time and date of the meeting;
- ii. give the address at which the meeting is to take place;
- iii. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- iv. if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
- v. include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed details of where the information may be found on the CIO's website.
- vi. 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.
- vii. 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.
- viii. Chairing of general meetings

- ix. The person nominated as chair by the Councillors under clause 16** (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.

18 Quorum at general meetings

- 18.1 No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- 18.2 Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three members.
- 18.3 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.
- 18.4 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.
- 18.5 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.
- 18.6 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.

19 Voting at general meetings

- 19.1 Any decision other than one falling within clause 17.12 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote
- 19.2 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.

- 19.3 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.
- 19.4 A poll may be taken: at the meeting at which it was demanded; or at some other time and place specified by the chair; in the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- 19.5 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

19.6 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.

20 Councillors

EXECUTIVE COUNCIL

20.1 The Officers and Councillors form the Executive Council (hereafter referred to as "the Council") which conducts the affairs of the Guild. They are the trustees of the charity.

OFFICERS

20.2 The Officers of the Guild who shall be elected at Annual General Meetings shall be the President, who need not be a member of the Guild, and the Chairman, Vice-Chairman, Secretary, Treasurer, Exhibition Secretary, Membership Secretary, Publicity Officer, Administrative Officer, Education Officer and Webmaster who shall be members of the Guild holding any class of membership. All Officers of the Guild shall be deemed to be Councillors.

20.5 The remaining officers shall each be elected for 1 year, after which time they shall retire but be eligible for re-election.

20.6 In the remaining clauses of this Constitution references to Exhibiting member(s) shall be deemed to include the President whether he is an Exhibiting member or not.

20.7 The Executive Council may at any time appoint a person to give regular assistance to any Officer or for any special purpose, giving that person an appropriate title; such persons are not to be regarded as Officers for the purposes of this Constitution

Functions and duties of Councillors

20.8 The Charity Trustees shall be the Councillors and Officers and shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO.

20.9 It is the duty of each Officer and Councillor

- i. to exercise his or her powers and to perform his or her functions as a Councillor 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
- ii. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- iii. any special knowledge or experience that he or she has or holds himself or herself out as having; and
- iv. if he or she acts as a Councillor 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.

21 Eligibility for trusteeship/becoming a Councillor

17.1 Every Councillor must be a natural person.

17.2 No one may be appointed as a Councillor:

- i. if he or she is under the age of 16 years; or
- ii. if he or she would automatically cease to hold office under the provisions of clause 16
- iii. No one is entitled to act as a Councillor whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Councillors decide, his or her acceptance of the office of Councillor.

22 Number of Councillors

22.1 There shall be a maximum of 18 Councillors (the "Councillors") who shall be Exhibiting or Affiliate members. Councillors shall be elected at Annual General Meetings to hold office for 3 years and then retire, but not be eligible for re-election for one year thereafter.

- 22.2 The Director of the Reading Municipal Art Gallery and the Head of the Department of Fine Art of the University of Reading, or their nominated representatives, shall be invited to be ex-officio Councillors (in addition to the elected Councillors).
- 22.3 There must be at least 3 Councillors. If the number falls below this minimum, the remaining Councillors may act only to call a meeting of the Executive Council, or appoint a new Councillor.

23 First Councillors

The first Councillors of the CIO are listed with their term of office in Appendix 2 attached to this constitution.

24 Appointment of Officers and Councillors

- 24.1 The President shall be elected for a 5 year term, after which time he shall retire, but be eligible for re-election for a further term of 5 years, at the conclusion of which he shall not be eligible for re-election until his immediate successor has vacated office.
- 24.2 The Chairman and Vice-Chairman shall be elected for a term of 3 years after which they shall retire and then be ineligible for re-election for 1 year.
- 24.3 The remaining officers shall each be elected for 1 year, after which time they shall retire but be eligible for re-election.
- 24.4 At every annual general meeting of the members of the CIO, one-third of the Councillors shall retire from office. If the number of Councillors is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;
- 24.5 The Councillors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees/Councillors were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- 24.6 The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause 24.7 of this clause;

24.7 The members or the Councillors may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 16 (Retirement and removal of Councillors), or as an additional charity trustee, provided that the limit specified in clause 20 on the number of Councillors would not as a result be exceeded;

A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses 24.4 and 24.5 of this clause. A person so appointed by the Councillors shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the Councillors is to retire by rotation at that meeting.

- a. The Council may co-opt not more than 4 persons, either members or non-members to assist them for any purpose.

25 Elected Councillors

25.1 Any two or more members may nominate any other eligible member as an Officer or Councillor. Nominations must be received by the Secretary, in writing, at or before the beginning of the Annual General Meeting and must contain the signatures of the nominees signifying their willingness to serve if elected

25.2 At every annual general meeting of the members of the CIO, one-third of the elected Councillors shall retire from office. If the number of elected Councillors is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;

25.3 Councillors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

25.4 The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual

general meeting may be filled as provided in sub-clause 21.5 of this clause;

25.5 The members or the Councillors may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 23 (Retirement and removal of Councillors), or as an additional charity trustee, provided that the limit specified in clause 20 on the number of Councillors would not as a result be exceeded;

25.6 A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses 25.2 and 25.3 of this clause. A person so appointed by the Councillors shall retire at the conclusion of the annual general meeting next following the date of his appointment, and shall not be counted for the purpose of determining which of the Councillors is to retire by rotation at that meeting.

Ex officio Councillors

25.7 The Director of the Reading Municipal Art Gallery and the Head of the Department of Fine Art of the University of Reading, or their nominated representatives, shall be invited to be ex-officio Councillors (in addition to the elected Councillors).

25.8 If unwilling to act as a charity trustee, the office holder may:

- i. before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
- ii. subject to the approval of the Executive Council, nominate a representative for appointment
- iii. If after accepting appointment as a charity trustee, he/she resigns under the provisions contained in clause 15 (Retirement and removal of Councillors). The office of ex officio charity trustee /Councillor will then remain vacant until the office holder ceases to hold office.

26 Information for new Councillors

26.1 The Councillors will make available to each new charity trustee, on or before his or her first appointment:

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

accounts.

27 Retirement and removal of Councillors

27.1 A Councillor ceases to hold office if he or she:

- i. retires by notifying the CIO in writing (but only if enough Councillors will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- ii. is absent without the permission of the Councillors from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- iii. dies;
- iv. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- v. is removed by the members of the CIO in accordance with sub-clause ii of this clause; or
- vi. 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).

27.2 A charity trustee / Councillor shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clauses 11 and 13, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

27.3 A resolution to remove a charity trustee 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.

28 Reappointment of Councillors

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

29 Taking of decisions by Councillors

29.1 Any decision may be taken either:

- i. at a meeting of the Councillors; or
- ii. by resolution in writing or electronic form agreed by all of the Councillors, 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 Councillors has signified their agreement.

30 Delegation by Councillors

30.1 The Councillors may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Councillors may at any time alter those terms and conditions, or revoke the delegation.

30.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Councillors, but is subject to the following requirements –

- i. a committee may consist of two or more persons, but at least one member of each committee must be a Councillor;
- ii. the acts and proceedings of any committee must be brought to the attention of the Councillors as a whole as soon as is reasonably practicable; and
- iii. the Councillors shall from time to time review the arrangements which they have made for the delegation of their powers.

31 Meetings and proceedings of Councillors

Calling meetings

31.1 Any Councillor may call a meeting of the Councillors. Subject to that, the Councillors shall decide how their meetings are to be called, and what notice is required.

Chairing of meetings

31.2 The Councillors may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Councillors present may appoint one of their number to chair that meeting.

31.3 Procedure at meetings

- i. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two Councillors, or the number nearest to one third of the total number of Councillors, whichever is greater, or such larger number as the Councillors may decide from time to time. A Councillor 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.
- ii. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- iii. In the case of an equality of votes, the chair shall have a second or casting vote.

Participation in meetings by electronic means

31.4 A meeting may be held by suitable electronic means agreed by the Councillors in which each participant may communicate with all the other participants.

31.5 Any Councillor participating at a meeting by suitable electronic means agreed by the Councillors in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

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

Saving provisions

31.7 Subject to sub-clause (iii) of this clause, all decisions of the Councillors, or of a committee of Councillors, shall be valid notwithstanding the participation in any vote of a Councillor:

- i. who was disqualified from holding office;
- ii. who had previously retired or who had been obliged by the constitution to vacate office;
- iii. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- iv. if, without the vote of that Councillor and that Councillor being counted in the quorum, the decision has been made by a majority of the Councillors at a quorate meeting. Sub-clause iii of this clause does not permit a Councillor to keep any benefit that may be conferred upon him or her by a resolution of the Councillors or of a committee of Councillors if, but for clause iii, the resolution would have been void, or if the Councillor has not complied with clause 8 (Conflicts of interest).

32 Execution of documents

32.2 The CIO shall execute documents by signature

32.3 A document is validly executed by signature if it is signed by at least two of the Councillors.

33 Use of electronic communications

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

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

34 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 Councillors.

35 Minutes

- 35.1** The Councillors must keep minutes of all:
- i. appointments of officers made by the Councillors;
 - ii. proceedings at general meetings of the CIO;
 - iii. meetings of the Councillors and committees of Councillors including: the names of the trustees present at the meeting; the decisions made at the meetings; and where appropriate the reasons for the decisions; decisions made by the Councillors otherwise than in meetings.

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

36.1 The Councillors must comply with the requirements of the Charities Act 2011. The Council shall have 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.

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

37 Rules

37.1 The Councillors 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, 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.

38 Disputes

38.1 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.

39 Amendment of constitution

39.1 As provided by clauses 224-227 of the Charities Act 2011: This constitution can only be amended:

- i. by resolution agreed in writing by all members of the CIO; or
- ii. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

39.2 Any alteration of clause 3 (Objects), clause 33 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Councillors or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

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

39.4 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.

40 Voluntary winding up or dissolution

40.1 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:

- i. 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:
- ii. by a resolution passed by a 75% majority of those voting, or
- iii. 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
- iv. by a resolution agreed in writing by all members of the CIO.

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

- i. 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.

- ii. If the resolution does not contain such a provision, the Councillors must decide how any remaining assets of the CIO shall be applied.
- iii. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

40.3 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:

the Councillors must send with their application to the Commission:

- i. a copy of the resolution passed by the members of the CIO; a declaration by the Councillors that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and a statement by the Councillors 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;
- ii. the Councillors must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any Councillor of the CIO who was not privy to the application.
- iii. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

41 Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Councillor;
- (b) the spouse or civil partner of the Councillor or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the Councillor or with any person falling within sub-clause (a) or (b) above;

(c) an institution which is controlled –

by the Councillor or any connected person falling within sub-clause (a), (b), or (c) above;
or

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

(d) a body corporate in which –

the Councillor or any connected person falling within sub-clauses (a) to (c) has a
substantial interest; or

two or more persons falling within sub-clauses (a) – (d) 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.

“Councillor” means a Councillor of the CIO.

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

Appendix 1

General

Use of electronic communications

(1) To the CIO

Any member or Councillor 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.

(2) By the CIO

(a) Any member or Councillor 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.

(b) The Councillors may, subject to compliance with any legal requirements, by means of publication on its website –

(i) provide the members with the notice referred to in clause ** (Notice of general meetings);

(ii) give Councillors notice of their meetings in accordance with clause ** (Calling meetings); and

(iii) submit any proposal to the members or Councillors for decision by written resolution in accordance with the CIO's powers under clause ** (Members' decisions), *** (Decisions taken by resolution in writing),

(c) The Councillors must:

(i) take reasonable steps to ensure that members and Councillors are promptly notified of the publication of any such notice or proposal;

(ii) send any such notice or proposal in hard copy form to any member or Councillor who has not consented to receive communications in electronic form.

Appendix 2

The First Councillors/charity trustees will be:

