

CONSTITUTION *of the*  
LONDON INTERNATIONAL MODEL UNITED NATIONS FOUNDATION

Adopted January 18<sup>th</sup> 2020

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## PART I

### 1. Adoption of the Constitution

The Foundation and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution. The Trustees approved this constitution and entered it into effect on January 18<sup>th</sup> 2020.

### 2. Name

The Foundation's name is the *London International Model United Nations Foundation*. For general administrative purposes the above name shall be used. For convenience, and within this document, it shall be referred to as the '*LIMUN Foundation*', '*LIMUN*', '*the Foundation*'.

### 3. Objects

The Foundation's objects ('the objects') are:

- a) To advance education among young people about the work and role of the United Nations and international relations by providing and assisting in the provision of conferences, educational programmes, workshops, talks and other such events.
- b) The advancement in the life of young people by providing support and activities which develop their skills, capacities and capabilities to enable them to participate in society as mature and responsible individuals.

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

### 4. Application of Income and Property

(1) The income and property of the Foundation must be applied solely towards the promotion of the objects.

- a) A charity trustee is entitled to be reimbursed from the property of the Foundation or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Foundation.
- b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the Foundation's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the Foundation may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Foundation.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 5.

### 5. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

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

unless the payment is permitted by sub-clause (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.

(2) Scope and powers permitting trustees' or connected *persons' benefits*

- a) A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way;
- b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011;
- c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person;
- d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. 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;
- f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(1) Payment for supply of goods only - controls

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

- a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity;
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so;
- d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity;
- e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting;
- f) The reason for their decision is recorded by the charity trustees in the minute book;
- g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

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

- a) 'the charity' includes any company in which the charity:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more trustees to the board of the company.

- b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

## 6. Dissolution

- (1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
- directly for the objects;
  - by transfer to any charity or charities for purposes the same as or similar to the charity;
  - in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (6) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

## 7. Amendment of constitution

- (1) The charity may amend any provision contained in Part 1 of this constitution provided that:
- no amendment may be made that would have the effect of making the charity cease to be a charity at law;
  - no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
  - no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to charity trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of the Commission;
  - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting or through a medium accepted by the Board of Trustees.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

## PART II

### 8. Membership of the Foundation

(1) The members of the Foundation shall be applied in two classes -its charity trustees and the volunteers who form the secretariats. Membership cannot be transferred to anyone else.

(2) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the Foundation.

(3) Any volunteer and Secretariat member who ceases to be a member of a Secretariat ceases to be a member of the Foundation.

### 9. Termination of Membership

Membership termination is applied to the term of service for a Secretariat member and to the term of membership of a Trustee – as stated in Clause 10.

### 10. General Meetings

(1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) All general meetings other than annual general meetings shall be called special general meetings.

(4) The trustees may call a special general meeting at any time.

(5) The Charity must hold two General Meetings a year – each for the purpose of reviewing the conference just passed, appointing a Secretary-General for the next conference, approving items for execution by the Board of Trustees, and incorporating new Trustees.

#### *Notice*

(6) The minimum period of notice required to hold a general meeting of the members of the Trustees is [14] days.

(7) Except 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, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the Board of Trustees.

(8) 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.

#### *Quorum*

(9) No business shall be transacted at a general meeting unless a quorum is present

(10) For the purposes of quorum, only Trustees shall be considered in the application of this number. Quorum will therefore be as stipulated for a meeting of the Board of Trustees

(11) If quorum is not present within half an hour from the time appointed for the meeting or if during a meeting quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine through the Chair.

### *Chair*

(12) The Chair of the Board of Trustees shall serve as Chair of any such General Meeting.

(13) If the Chair is unable to preside over the meeting within fifteen minutes of the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting. Only a Trustee shall be empowered to chair a General Meeting

(14) The person serving as Chair shall resolve when a meeting is adjourned. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place

### *Votes*

(15) For the provision of formal votes at an AGM, which currently include but are not limited to votes for the Appointment of a Secretary-General, the Chair of the Board shall communicate the apportioned allocation of votes prior to the Meeting.

(16) Trustees shall receive a weighted vote in comparison to Secretariat members for the purposes of votes at a General Meeting, as determined by the Chair. This, and Clause 10 (15) shall be waived if the Trustees vote to confirm so by a simple majority.

### *Representatives of other bodies*

(17) At this time, there is no provision for the attendance of a member of a representative body to a General Meeting of the Foundation.

The provisions in clause 15 (2)-(4) governing the procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

## 11. Officers and Trustees

(1) The Foundation shall be managed and administered by the Board of Trustees, and shall be referred to as 'the Trustees'.

(2) The Foundation shall have a Chair, who is appointed from among the membership of the Board of Trustees, who shall serve as Chair of the Board of Trustees and of the Foundation.

(3) A Trustee becomes a member of the charity at the point of incorporation, if one is not already at the time of appointment

(4) No one may be appointed a Trustee if her or she would be disqualified from acting under the provisions of clause 14

(5) The number of Trustees shall not be less than three but (unless otherwise determined by a resolution of the charity in general meeting) shall not be subject to any maximum

(6) The terms of the first trustees (including officers) have since expired and the all Trustees at the time of the adoption of this constitution shall be bound by its provisions. For the duration of the term in office of a Secretary-General, they shall be considered an ex-officio member of the Board of Trustees – with attendance rights but without voting rights (due to an obvious conflict of interests)

(7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

## 12. Appointment of Trustees

- (1) The charity in general meeting shall elect the officers and the other trustees.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, they may also appoint trustees to act as officers.
- (3) Trustees shall be appointed for a term not exceeding two years and shall be subject to a reconfirmation vote to be held prior to, or at, the conclusion of the nearest general meeting to the two year term concluding
- (4) No-one may be elected a trustee or an officer at any general meeting unless prior to the meeting the charity is given a notice that the Trustees have voted to approve the addition to their membership.
- (5)
  - a) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees;
  - b) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.
- (6) The Chair of the Board of Trustees shall preside over the process of recruitment onto the Board of Trustees. The longest serving member of the Board at the time of such a process shall also be included in any process granted that it is not the Chair.
- (7) The Trustees must all be above 18 years of age, and must be eligible to serve on the Board in accordance with the Charities Act 2011
- (8) Trustees shall be co-opted into the Board at the next General Meeting provided a majority of the Board have voted in favour of co-opting. This shall empower the Chair to formally offer the applicant a seat on the Board.
- (9) On appointment, the Trustees shall provide any new Trustees with a copy of this constitution and any amendments made to it as well as a copy of the latest Trustees' annual report and statement of accounts.
- (10) Secretaries-General, at the time of appointment, will become ex-officio members of the Board and will serve in that position till the appointment of their successor.

## 13. Powers of Trustees

- (1) The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
  - a) to conduct recruitment to the Board of Trustees as well as the appointment of Secretaries-General for the LIMUN Conferences;
  - b) to supervise and approve all payments made by the Foundation and also act to preserve the institutional reputation of the Foundation;
  - c) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - d) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - e) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;

- f) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
- g) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- h) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- i) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- j) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- k) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
- l) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds 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;
- m) to do all such other lawful things as are necessary for the achievement of the objects.

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

(3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

#### 14. Disqualification and removal of Trustees

(1) A trustee shall cease to hold office if he or she:

- a) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- b) ceases to be a member of the charity through resignation or retirement;
- c) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- d) resigns as a trustee by notice to the charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect);
- e) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated; or
- f) is removed by the Board of Trustees after a vote (two-thirds) that determines that their actions and continued membership of the Board is harmful and deleterious to the Foundation's ability to fulfil its objectives.

(2) When a complaint is levelled against a Trustee, the Chair shall communicate the concerns expressed to the Trustee in question. A committee of the Board constituted by the Chair shall determine whether this requires a formal warning, whether it should be rested or whether it should be advanced to the Board for consideration.

(3) Should an issue be determined by the Chair to be a severe deviancy (included, but not limited to, illegal act, embezzlement, violence, abuse of public trust), the case can be advanced to a decision of the full Board of Trustees. A two-third vote (rounded up) of the Board shall result in the removal of the erring Trustee.

#### 15. Proceedings of Trustees

For the purpose of functioning as Trustees, the following provisions are outlined for their conduct

(1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

#### *Chair*

(2) The Trustees must appoint among their number a Chair, who shall preside over the affairs of the Board of Trustees and the Foundation at large

(3) The term of a Chair shall be two years from the date of their assumption of office. Where a Chair is already a Trustee serving a term, the time of their office will commence from when they have been appointed Chair. When a Trustee steps down as Chair and *remains* a Trustee, they shall have to be renominated to a new two-year term as Trustee

(4) The role of the Chair shall include, but is not limited to:

- a) presiding over meetings of the Board and of the Foundation;
- b) coordinating the recruitment process to the Board of Trustees;
- c) call meetings of the Board of Trustees and General Meetings;
- d) allocate portfolios and duties within the Board for the purpose of its smooth running and management;
- e) propose the agenda of Board and General meetings and confirm accordingly prior to the meeting; however, if half the members of the Board vote on a topic to be placed on the agenda and communicate this to the Chair and the rest of the Board, he or she may be overruled on agenda setting;
- f) leading on the development of the Board and ensuring its decisions are implemented;
- g) taking urgent action (but not decision-making unless authorised) between board meetings when it isn't possible or practical to hold a meeting;
- h) responsible for the enforcing and application of this governing document, and supervise the possible subsequent amendment therein;
- i) casting a deciding vote in the event of a tie on the board.

#### *Appointment of the Chair*

(5) A Chair's term shall be approved by the membership of the Board of Trustees. This is subject to a vote after a recruitment exercise. The Trustees may draft by-laws to proceed on this

#### *Removal of the Chair*

(6) A Chair shall be removed if the Board feels the Chair's actions have contravened the functions and duties of the Board and Foundation, as well as brought the institution into disrepute. Examples of contravening acts include, but are not limited to, illegal act, embezzlement, violence, abuse of public trust and power and usurpation of the Board's powers

(7) Should a Trustee feel that Clause 15 (6) has been met, he or she may communicate with other Trustees on the Board to see if half the Board concurs with this assessment. If so, a signed document asking the Chair to table to discussion on his or her sustained viability in this position must be sent to the Chair. The remaining Trustees may determine if this constitutes an emergency Board Meeting;

(8) The longest serving trustee, other than the Chair if it applies, will supervise such a vote. Should a two-thirds majority vote to remove the Chair, a second vote is conducted to see if the Trustee should be removed from the Board in accordance with Clause 14 (3).

(9) If a Chair is removed, the Board may choose one of their number to serve as Acting Chair till the next General Meeting.

#### *Meetings of the Board*

(10) A Trustee may petition the Chair to call a meeting of the Board.

(11) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.

(12) The quorum shall be three or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.

(13) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

(14) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

(15) The Chair shall preside over meetings of the Board. If the Chair is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.

(16) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.

(17) In the case of an equality of votes, the Chair shall have a second or casting vote.

#### *Conflicts of Interests and Conflicts of Loyalties*

(18) Prior to the discussion of an agenda item or a vote, the Chair must ask for a disclosure of any conflicts of loyalties. However, it is the responsibility of a Trustee to disclose any conflicts. A charity trustee must:

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

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 charity trustees on the matter.

#### *Saving Provisions*

(19) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- a) who is disqualified from holding office;
- b) who had previously retired or who had been obliged by this constitution to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(20) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 15 (18) (Conflicts of interests and conflicts of loyalties).

### *Delegation*

(21) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minutes.

(22) The trustees may impose conditions when delegating, and may alter or revoke a delegation.

### *Irregularities in proceedings*

(23) Subject to sub-clause (24) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- a) who was disqualified from holding office;
- b) who had previously retired or who had been obliged by the constitution to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without:

- d) the vote of that trustee; and
- e) that trustee being counted in the quorum,

the decision has been made by a majority of the trustees at a quorate meeting.

(24) Sub-clause (23) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

(25) No resolution or act of

- a) the trustees;
- b) any committee of the trustees;
- c) the charity in general meeting.

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

### *Minutes*

(26) The trustees must keep minutes of all:

- a) appointments of officers and trustees made by the trustees;
- b) proceedings at meetings of the charity;
- c) meetings of the trustees and committees of trustees including:
  - i. the names of the trustees present at the meeting;
  - ii. the decisions made at the meetings; and
  - iii. where appropriate the reasons for the decisions.

For this purpose, a Trustee shall be designated at the beginning of the meeting to take minutes by the Chair.

## 16. Proceedings of the Secretariat

For the purpose of functioning as members of the Secretariat, the following provisions are outlined for their conduct

(1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution. The secretariat may also apply internal working mechanisms for their work

### *Secretary-General*

(2) The Secretary-General shall preside over the affairs of the Secretariat and be primarily responsible for the execution of the conference to which they have been entrusted, and likewise will be held accountable for its success.

(3) The term of a Secretary-General shall be from their appointment to the date when a successor is likewise appointed, barring their removal by the Board.

(4) The role of the Secretary-General shall include, but is not limited to:

- a) the smooth execution of their Conference;
- b) presiding over meetings of the Secretariat;
- c) coordinating the recruitment process to the Secretariat;
- d) call meetings of the Secretariat;
- e) allocate portfolios and duties within the Secretariat for the purpose of its smooth running and management;
- f) leading on the development of the Secretariat and ensuring its decisions are implemented;
- g) taking urgent action (but not decision-making unless authorised) between secretariat meetings when it isn't possible or practical to hold a meeting;

### *Appointment of the Secretary-General*

(5) The Secretary-General is appointed at a General Meeting called by the Board. After a review of the preceding conference, all candidates interested in running for the position shall make their interest known to the Chair of the Board of Trustees.

(6) During the General Meeting, and at a specified time, candidates shortlisted by the Board shall present their ideas and candidacies to the general meeting – that shall constitute the Trustees and members of the outgoing Conference Secretariat. These attendees shall also constitute the Electoral College for the subsequent vote. The effects in Clause (10) shall apply to this meeting

(7) The Chair, prior to the Meeting, shall communicate the weighting for the vote taking place at the meeting. A two-thirds majority will be necessary for the appointment of a Secretary-General; if this is not reached after 6 ballots, then a simple majority may be applied.

### *Appointment of the Secretariat*

(8) The Secretary-General is empowered to outline roles of the Secretariat and conduct recruitment exercises to this effect. Recruitment shall be deemed concluded after Trustee consent is granted

(9) The Conference determines that the following positions shall be statutory roles on the UC Secretariat:

- a) Deputy Secretary-General;
- b) Under-Secretary-General Applications;
- c) Under-Secretary-General Chairing;
- d) Under-Secretary-General Communications;
- e) Under-Secretary-General Finance;
- f) Under-Secretary-General Logistics;
- g) Under-Secretary-General Personnel;

The Secretary-General may present other positions as they determine to better fulfil the mandate of their term

(10) The Conference determines that the following positions shall be statutory roles on the HS Secretariat:

- a) Deputy Secretary-General;
- b) Under-Secretary-General Applications;

- c) Under-Secretary-General Chairing;
- d) Under-Secretary-General Communications;
- e) Under-Secretary-General Finance;
- f) Under-Secretary-General Logistics;

The Secretary-General may present other positions as they determine to better fulfil the mandate of their term, subject to Board approval

(11) The Secretary-General is strongly encouraged to conduct recruitment policies that allow inclusive, diverse and objective applications for the Secretariat. The Board of Trustees is allowed to void recruitment that does not support this stance.

#### *Minutes of the Secretariat*

(12) The Secretary-General shall be responsible for calling meetings of the Secretariat. Where necessary, the Secretary-General may delegate this responsibility to another member of the Secretariat

#### *Conflicts of Interests and Conflicts of Loyalties*

(13) Prior to the discussion of an agenda item or a vote, the Secretary-General must ask for a disclosure of any conflicts of loyalties. However, it is the responsibility of a Secretariat member to disclose any conflicts. A Secretary-General must:

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

Any Secretariat member 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 secretariat on the matter.

#### *Removal of the Secretary-General*

(14) A Secretary-General shall be removed if the Board feels the Secretary-General's actions have contravened the functions and duties of the Secretariat and Foundation, as well as brought the institution into disrepute. Examples of contravening acts include, but are not limited to, illegal act, embezzlement, violence, abuse of public trust and power.

(15) The process to remove the Secretary-General can be initiated by any Trustee or by a Secretariat member

- a) If a Secretariat member has identified a trend of activities, or action, that question the competence of the Secretary-General, he or she may present a complaint to the Chair of the Board of Trustees with the stated concern. The Chair may then invite anonymous comments from the other members of the Secretariat for this purpose. If more than a third state similar concerns, or repeat the same one, the Chair may advance this to the Board for consideration;
- b) If a Trustee identifies a trend of activities, or action, that question the competence of the Secretary-General, he or she may present a complaint to the Chair of the Board of Trustees with the stated concern. The Chair will advance this to the Board for consideration.

(16) The Board will invite a response from the Secretary-General and deliberate on the matter on the table. In considering the matter, Trustees may determine to sanction or place on record a strong censure on the Secretary-General. A vote may be called by the Chair to determine the viability of a Secretary-General staying in post – a simple majority of the Board is needed to remove a Secretary-General.

(17) Should the Board remove a Secretary-General, they shall appoint a successor – from amongst the members of the current Secretariat or a past Secretariat.

### *Removal of a member of the Secretariat*

(18) The process on removing a member of the Secretariat may only be advanced by the Secretary-General of that conference.

(19) Should complaints be made to the Secretary-General on the performance of a Secretariat member, they may seek Trustee advice on whether this constitutes the need for a formal warning or to be advanced to Trustee consideration.

(20) If a Secretary-General decides to formally remove a secretariat member, they may ask them to resign or formally dismiss them. A formal dismissal shall be confirmed if its ratified by the Board. For this purpose, it may require a simple majority of Board members or may be decided by a committee of the Board dedicated to governance issues.

## 17. Accounts, Annual Report, Annual Return

(1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:

- a) the keeping of accounting records for the charity;
- b) the preparation of annual statements of account for the charity;
- c) the transmission of the statements of account to the Commission;
- d) the preparation of an Annual Report and its transmission to the Commission;
- e) the preparation of an Annual Return and its transmission to the Commission.

(2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## 18. Registered Particulars

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities. This includes changes to the Board of Trustees.

## 19. Repair and Insurance

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## 20. Notices

(1) Any notice required by this constitution to be given to or by any person must be:

- a) in writing; or
- b) given using electronic communications.

(2) The charity may give any notice to a member either:

- a) personally; or
- b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- c) by leaving it at the address of the member; or
- d) by giving it using electronic communications to the member's address.

(3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

(4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- (5)
- a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given;
  - b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given;
  - c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## 21. Rules

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
- a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
  - e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.);
  - f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

## 22. Disputes

(1) If a dispute arises between members of the charity 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. Examples primarily include a conflict on the Board which is not covered by this constitution or Trustee-constituted bylaws.

(2) Where mediation is preferred, a person or group of persons familiar with the Foundation should be first preferred (i.e. Former Chairs, Trustees, Secretaries-General etc.) as are acceptable to both parties.

## 23. Interpretation

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;

- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
- a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
  - b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which –
- a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (6) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

For the Board: -

Afolabi Adekaiyaoja (Chair)  
Denise Chau  
Aditya Ranjan  
Leonie Jarrett  
Camille Bigot  
Moni Owoade  
Dijana Spasenoska  
Muqaddam Malik  
Meshaal Choudhary

*January 18<sup>th</sup> 2020*

