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INTERNATIONAL SOCIETY OF HYPERTENSION

**Constitution of a Charitable Incorporated Organisation with
voting members other than its Charity Trustees (Council
Members)**

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1. INTERPRETATION

In this Constitution:

- “Communications Provisions” means the Communications Provisions in the General Regulations
- “Connected Person” means:
- (a) a child, parent, grandchild, grandparent, brother or sister of a Council Member;
 - (b) the spouse or civil partner of a Council Member;
 - (c) a person carrying on business in partnership with a Council Member or with any person falling within (a) above;
 - (d) an institution which is controlled by:-
 - (i) a Council Member or any Connected Person falling within (a) or (b); or
 - (ii) two or more persons falling within (a) or (b) when taken together.
 - (e) a body corporate in which:-
 - (i) a Council Member or any Connected Person falling within (a) or (b) has a substantial interest; or
 - (ii) two or more persons falling within (a) or (b) who, when taken together, have a substantial interest.
- “Council Member” means a charity trustee of the Society

“Dissolution Regulations”	means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
“General Regulations”	means the Charitable Incorporated Organisations (General) Regulations 2012.
“Member”	means a member of the Society admitted in accordance with clause 10.1.
“Objects”	means the charitable objects of the Society set out in clause 4.
“Poll”	means a counted vote or ballot, usually (but not necessarily) in writing.

References to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it.

References to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa.

For the avoidance of doubt the system of law governing this Constitution is the law of England and Wales.

2. NAME

The name of the Charitable Incorporated Organisation is International Society of Hypertension ("the Society").

3. NATIONAL LOCATION OF PRINCIPAL OFFICE

The principal office of the Society is in England.

4. OBJECTS

The Objects of the Society are, for the public benefit, to protect and promote the health of the public in particular by encouraging the advancement of scientific research and knowledge and of its application in all aspects of hypertension and associated cardiovascular diseases and to disseminate the useful results of such research.

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

5. POWERS

The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Society has the power to:

- 5.1 encourage, promote and organise international scientific activities and the communication of results. Such activities shall be carried out by means of publications, special meetings and seminars, as well as through the participation and organisation of International Meetings. Research projects themselves may be sponsored or conducted under special circumstances as appropriate to such international bodies;
- 5.2 encourage, promote and organise postgraduate training and international exchange of investigators, teachers, fellows and students;
- 5.3 promote, organise and participate in the continuing education process of other members of health delivery professions in the field of hypertension and associated cardiovascular diseases;
- 5.4 borrow money and charge the whole or any part of its property as security for the repayment of the money borrowed. The Society must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 5.5 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.6 sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 119 -123 of the Charities Act 2011;
- 5.7 employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a Council Member only to the extent that it is permitted to do so by clause 7 (Benefits and payments to Council Members and Connected Persons) and provided it complies with the conditions of that clause;
- 5.8 provide trustee indemnity insurance for the Council Members purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.9 deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property of the Society 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; and

5.10 do anything else within the law which is incidental and conducive to the Objects.

6. APPLICATION OF INCOME AND PROPERTY

6.1 The income and property of the Society must be applied solely towards the promotion of the Objects.

6.2 A Council Member is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.

6.3 A Council Member may benefit from trustee indemnity insurance cover purchased at the Society'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 Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Council Member receiving:

6.4.1 a benefit from the Society as a beneficiary of the Society; and/or

6.4.2 reasonable and proper remuneration as an employee or for any goods or services supplied to the Society.

6.5 Nothing in this clause shall prevent a Council Member or Connected Person receiving any benefit or payment which is authorised by clause 7.

7. BENEFITS AND PAYMENTS TO COUNCIL MEMBERS AND CONNECTED PERSONS

7.1 General Provisions

7.1.1 In furtherance of the Objects the Society may provide benefits to the Council Members and Connected Persons where those benefits are the same as or similar to benefits provided to other beneficiaries of the Society.

7.1.2 No Council Member or Connected Person may:

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

unless the payment or benefit is permitted by clause 7.2 or clause 7.3 or is authorised by the court or the Charity 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 Council Members' or Connected Persons' benefits

- 7.2.1 A Council Member or Connected Person may receive a benefit from the Society as a beneficiary of the Society in accordance with clause 7.1.1.
- 7.2.2 A Council Member 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 Society where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 7.2.3 Subject to clause 7.3 a Council Member or Connected Person may provide the Society with goods that are not supplied in connection with services provided to the Society by the Council Member or Connected Person.
- 7.2.4 A Council Member or Connected Person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 7.2.5 A Council Member or Connected Person may receive rent for premises let by the Council Member or Connected Person to the Society. The amount of the rent and other terms of the lease must be reasonable and proper. The Council Member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 7.2.6 A Council Member or Connected Person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

7.3 Payment for supply of goods only – controls

The Society and its Council Members may only rely upon the authority provided by clause 7.2.3 of this clause if each of the following conditions is satisfied:

- 7.3.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the Council Member 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 Society;

- 7.3.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
 - 7.3.3 the other Council Members are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a Council Member or Connected Person. In reaching that decision the Council Members must balance the advantage of contracting with the Supplier against the disadvantages of doing so;
 - 7.3.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to the Society;
 - 7.3.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Council Members is present at the meeting;
 - 7.3.6 the reason for their decision is recorded by the Council Members in the minutes; and
 - 7.3.7 a majority of the Council Members then in office are not in receipt of remuneration or payments authorised by clause 7 and for clarification remuneration or payment of a Connected Person is only deemed to be remuneration or payment of a Council Member where it might result in a Council Member obtaining a benefit.
- 7.4 The provisions in this clause 7 on the making of payments and the granting of benefits by the Society to Council Members shall also extend to payments made to Council Members by any company in which the Society:-
- 7.4.1 holds more than 50% of the shares;
 - 7.4.2 controls more than 50% of the voting rights attached to the shares; or
 - 7.4.3 has the right to appoint more than 50% of the directors to its board.

8. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

A Council Member must:

- 8.1 declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and
- 8.2 not vote or be counted as part of the quorum in any decision of the Council Members in relation to any matter in which it is possible that a conflict of interest will arise

between their duty to act solely in the interests of the Society and any personal interest (including but not limited to any financial interest).

9. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE SOCIETY IF IT IS WOUND UP

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

10. MEMBERSHIP OF THE SOCIETY

10.1 Admission of new Members

10.1.1 Membership of the Society is open to anyone who is interested in furthering its purposes and by applying for membership has indicated their or its agreement to become a Member and acceptance of the duty of Members set out in clause 10.4.

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

10.2 Admission procedure

The Council Members:

10.2.1 may require applications for membership to be made in any reasonable way that they decide;

10.2.2 may refuse an application for membership if they believe that it is in the best interests of the Society for them to do so;

10.2.3 shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 14 of the decision being taken and give the applicant the opportunity to appeal against the refusal; and

10.2.4 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.

10.3 Membership Regulations

10.3.1 The Council may make such reasonable rules and regulations for membership (the 'Membership Regulations') as they shall from time to time determine.

10.3.2 The Membership Regulations may regulate the following matters but are not restricted to them:

- (a) the creation of classes of membership (voting and/or non-voting) of the Society;
- (b) the rights and obligations of each class or classes of membership (including payment of membership fees);
- (c) the conditions for nomination and admission to and termination of membership.

10.3.3 A copy of the Membership Regulations must be supplied on request to any Member. A copy must also be supplied, within two (2) months, to any other person who makes a written request to the Secretary and pays the Society's reasonable costs.

10.4 **Transfer of Membership**

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

10.5 **Duty of Members**

It is the duty of each Member to exercise their or its (in the case of a Member which is an organisation) powers as a Member in the way they decide in good faith would be most likely to further the purposes of the Society.

10.6 **Termination of Membership**

10.6.1 Membership comes to an end if:

- (a) the Member dies, or, in the case of an organisation (or the representative or an organisation) that organisation ceases to exist; or
- (b) the Member sends a notice of resignation to the Council Members; or
- (c) any sum of money owed by the Member is not paid in full within twelve months of its falling due; or
- (d) the Council Members decide that it is in the best interests of the Society that the Member in question should be removed from membership and pass a resolution to that effect.

10.6.2 Before the Council Members take any decision to remove someone from membership they must:

- (a) inform the Member of the reasons why it is proposed to remove him or her or it from membership;

- (b) give the Member at least 21 clear days' notice in which to make representations to the Council Members as to why they or it should not be removed from membership;
- (c) at a duly constituted meeting of the Council Members consider whether or not the Member should be removed from membership;
- (d) consider at that meeting any representations which the Member makes as to why the Member should not be removed; and
- (e) allow the Member or the Member's representative to make those representations in person at that meeting, if the Member so chooses.

10.7 Membership fees

The Society may require Members to pay reasonable membership fees to the Society.

10.8 Informal or associate (non-voting) membership

10.8.1 The Council Members may create associate or other classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees) and the conditions for admission to and termination of membership of any such class of members.

10.8.2 Other references in this Constitution to "Members" and "membership" do not apply to non-voting members and non-voting members do not qualify as Members for any purpose under the Charities Act 2011, General Regulations or Dissolution Regulations.

11. MEMBERS' DECISIONS

11.1 General provisions

Except for those decisions that must be taken in a particular way as indicated in clause 11.4, decisions of the Members may be taken either by vote at a general meeting as provided in clause 11.2, by written resolution as provided in clause 11.3 or by postal/electronic ballot as provided in clause 11.5 .

11.2 Taking ordinary decisions by vote

Subject to clause 11.4, any decision of the Members may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email/electronic ballot).

11.3 Taking ordinary decisions by written resolution without a general meeting

11.3.1 Subject to clause 11.4 a resolution in writing agreed by a simple majority of all the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (a) a copy of the proposed resolution has been sent to all the Members eligible to vote; and
- (b) a simple majority of the Members have signified their 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 member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the Society has specified.

11.3.2 The resolution in writing may comprise several copies to which one or more Members have signified their agreement.

11.3.3 Eligibility to vote on the resolution is limited to Members who are Members on the date when the proposal is first circulated in accordance with clause 11.3.1.

11.3.4 Not less than 10% of the Members may request the Council Members to make a proposal for decision by the Members.

11.3.5 The Council Members must within 21 days of receiving such a request comply with it if:

- (a) the proposal is not frivolous or vexatious and does not involve the publication of defamatory material;
- (b) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the Members; and
- (c) effect can lawfully be given to the proposal if it is so agreed.

11.3.6 Clauses 11.3.1 to 11.3.3 apply to a proposal made at the request of the Members.

11.4 **Decisions that must be taken in a particular way**

11.4.1 Any decision to remove a Council Member must be taken in accordance with clause 16.2.

11.4.2 Any decision to amend this Constitution must be taken in accordance with clause 29 (Amendment of Constitution).

11.4.3 Any decision to wind up or dissolve the Society must be taken in accordance with clause 30 (Voluntary winding up or dissolution).

11.4.4 Any decision to amalgamate or transfer the undertaking of the Society to one or more other charitable incorporated organisations must be taken in accordance with the provisions of the Charities Act 2011.

11.5 **Postal/Electronic Voting**

11.5.1 The Society may, if the Council Members so decide, allow the Members to vote by post or electronic mail ("email") to elect Council Members or to make a decision on any matter that is being decided at a general meeting of the Members.

11.5.2 The President may appoint at least three of the Council members who are not to be subject to any contemplated election ("the Election Committee") (to be chaired by the Secretary unless the office of Secretary is to be subject to election, in which case the President shall appoint a chair of the Committee) to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

11.5.3 If postal and/or email voting is to be allowed on a matter, the Society must send to the Members not less than 14 days before the deadline for receipt of votes cast in this way:

- (a) a notice by email, if the Member has agreed to receive notices in this way under clause 23 (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the Member, and a voting form capable of being returned by email or post to the Society, containing details of the resolution being put to a vote, and of the candidates for election, as applicable;
- (b) a notice by post to all other Members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the Member; and a postal vote form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

11.5.4 The voting procedure must require all forms returned by post to be in an envelope with the Member's name and signature, and nothing else, on the outside, inside another envelope addressed to "The Scrutineers for International Society of Hypertension", at the Society's principal office or such other postal address as is specified in the voting procedure.

- 11.5.5 The voting procedures for votes cast by email must require the Member's name to be at the top of the email and the email must be authenticated in the manner specified in the voting procedure.
- 11.5.6 Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- 11.5.7 The voting procedure must specify the closing date and time for receipt of votes and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 11.5.8 The scrutineers must make a list of names of Members casting valid votes, and a separate list of Members' casting votes which were invalid. These lists must be provided to a Council Member or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting and must not be counted in the quorum for any part of the meeting on which they or it have already cast a valid vote. A Member has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- 11.5.9 For postal votes, the scrutineers must retain the internal envelopes (with the Member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the Member's name. In each case, a scrutineer must record on this evidence of the Member's name that the vote has been counted. or if the vote has been declared invalid, the reason for such declaration.
- 11.5.10 Votes cast by post or email must be counted by all of the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- 11.5.11 The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting or by poll after the meeting have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 11.5.12 Following the final declaration of the result of the vote, the scrutineers must provide to a Council Member or other authorised person bundles containing the evidence of Members submitting valid postal votes, evidence of members submitting valid email votes, evidence of invalid votes, the valid votes and the invalid votes.

11.5.13 Any dispute about the conduct of a postal vote or email ballot must be referred initially to a panel set up by the Council Members, to consist of two Council Members and two persons independent of the Society. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services or any equivalent or successor body.

12. GENERAL MEETINGS OF MEMBERS

12.1 Types of general meeting

12.1.1 There shall be a Biennial General Meeting (“BGM”) of the Members. BGMs must be held at intervals of approximately 24 months unless postponed by the Council for reasons beyond the control of the Council.

12.1.2 The BGM may

- (a) receive the accounts of the Society for the previous financial year (duly audited or examined where applicable);
- (b) receive the report of the Council on the Society’s activities since the previous General Meeting;
- (c) elect new Council Members in replacement of any Council Members retiring having completed two terms of 4 years each as required under clause 14;
- (d) discuss and determine any issues of policy or deal with any other business put before them by the Council.

12.1.3 Other general meetings of the Members may be held at any time.

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

12.2 Calling general meetings

The President:

12.2.1 must call the BGM in accordance with clause 12.1.1 and identify it as such in the notice of the meeting; and

12.2.2 may call any other general meeting of the Members at any time.

12.3 Notice of general meetings

12.3.1 The members must be given at least 14 clear days’ notice of any general meeting. This 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.

12.3.2 If it is agreed by not less than 90% of all Members, any resolution may be proposed and passed at the meeting even though the requirements of clause 12.11.1 have not been met.

12.3.3 The notice of any general meeting must:

- (a) state the time and date of the meeting;
- (b) give the address at which the meeting is to take place or, if the meeting is to be held by electronic means, give details of the means by which the meeting will be held and details to access the meetings;
- (c) give particulars of any resolution which is to be moved at the meeting and of the general nature of any other business to be dealt with at the meeting;
- (d) if a proposal to alter this Constitution is to be considered at the meeting, include the text of the proposed alteration; and
- (e) include, with the notice for the BGM, the annual statement of accounts and Council Members' annual report, details of persons standing for election or re-election as Council Member, or where allowed under clause 23 (Use of electronic communication), details of where the information may be found on the Society's website.

12.3.4 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 an accidental omission by the Society.

12.4 **Chairing of general meetings**

The President shall preside as chair of the meeting. If the President is not present, or is unwilling or unable to chair a meeting, then the Vice-President must chair the meeting unless they are unwilling or unable to do so. If both the President and the Vice-President are not present or unwilling or unable to chair the meeting, then the Council must elect one of the Council Members who is present to chair the Meeting.

12.5 **Quorum at general meetings**

12.5.1 No business may be transacted at any general meeting of the Members unless a quorum is present when the meeting starts.

12.5.2 Subject to the following provisions, the quorum for general meetings shall be 20 Members present at the meeting. An organisation represented by a

person present at the meeting in accordance with clause 12.9 is counted as being present in person.

- 12.5.3 If the meeting has been called by or at the request of the Members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- 12.5.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes at 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 Members at least seven clear days before the date on which it will resume.
- 12.5.5 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Council Members 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.

12.6 **Voting at general meetings**

- 12.6.1 Any decision other than one falling within clause 11.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including postal votes). Every Member has one vote.
- 12.6.2 A resolution put to the vote of a meeting shall be decided on a show of hands or suitable electronic equivalent, 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 at the meeting.
- 12.6.3 A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken and the result of the poll shall be announced in such manner as the chair of the meeting shall decide provided that the poll must be taken, and the result of the poll announced within 30 days of the demand for the poll.
- 12.6.4 A poll may be taken:
 - (a) at the meeting at which it was demanded; or
 - (b) at some other time and place specified by the chair; or
 - (c) through the use of postal or electronic communications.

12.6.5 In the event of any 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.

12.6.6 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

12.7 Adjournment of meetings

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

12.8 Participation in meetings by electronic means

12.8.1 A general meeting may be held with some or all Members attending by suitable electronic means agreed by the Council Members in which each participant may communicate with the other participants.

12.8.2 Any Member participating at a meeting by suitable electronic means agreed by the Council Members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting whether or not all are assembled in one place.

12.8.3 Meetings held by electronic means must comply with rules for general meetings including chairing.

12.9 Representation of organisations and corporate Members

12.9.1 An organisation or a corporate body that is a Member may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the Society.

12.9.2 The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual Member.

13. COUNCIL MEMBERS

13.1 Functions and duties of Council Members

The Council Members shall manage the affairs of the Society and may for that purpose exercise all the powers of the Society. It is the duty of each Council Member:

13.1.1 to exercise their powers and to perform their functions in their capacity as a Council Member in the way they decide in good faith would be most likely to further the purposes of the Society; and

13.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- (a) any special knowledge or experience that they have or hold themselves out as having; and
- (b) if they act as a Council Member in the course of a business or profession 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.

13.2 Eligibility for trusteeship

13.2.1 Every Council Member must be a natural person.

13.2.2 No individual may be appointed as a Council Member:

- (a) if they are under the age of 18 years; or
- (b) if they would automatically cease to hold office under the provisions of clause 16.

13.2.3 No one is entitled to act as a Council Member whether on appointment or on any re-appointment until they have expressly acknowledged in whatever way the Council Members decide their acceptance of the office of Council Member.

13.3 Number of Council Members

13.3.1 There must always be at least eight (8) Council Members. If the number falls below this minimum the remaining Council Member or Council Members may act only to call a meeting of the Council Members or procure the appointment of a new Council Member.

13.3.2 Subject to any decision of the Council to the contrary, the maximum number of Council Members that may be appointed is fifteen (15) but the Society will aim to have eleven (11) Council Members as a maximum at any one time.

13.4 First Council Members

The first Council Members of the Society are:

13.4.1 Bryan Williams – President;

13.4.2 Hiroshi Itoh – Vice President;

- 13.4.3 Maciej Tomaszewski – Immediate Past President;
- 13.4.4 George Stergiou – Secretary;
- 13.4.5 Fadi Chachar – Treasurer;
- 13.4.6 Nadia Khan – Officer at Large;
- 13.4.7 Claudio Borghi;
- 13.4.8 Myeong-Chan Cho;
- 13.4.9 Tazeen Jafar;
- 13.4.10 Kazuomi Kario;
- 13.4.11 Prabhakaran Dorairaj;
- 13.4.12 Cesar Andres Romero; and
- 13.4.13 Ulrike Steckelings.

14. APPOINTMENT OF COUNCIL MEMBERS

- 14.1 The Members shall be entitled to elect persons as Council Members to their first term in office. The election of a Council Member by the Members is to be made either at a General Meeting (usually the BGM) or by way of an electronic ballot of the Members pursuant to clause 11.5.
- 14.2 Any three members of the Society may nominate a candidate by writing to the Secretary not less than ninety (90) days before the scheduled BGM of the Society. No member of the Society is eligible who is disqualified under the Charities Act 2011 from acting as a charity trustee.
- 14.3 Subject to any other provision of this Constitution, the term of office for a Council Member shall be approximately four (4) years to conclude at the end of the BGM or General Meeting closest to the end of a four year period commencing with their election. At the conclusion of their first term of office a Council Member who is willing to continue in office may, if the Council Members think fit, be re-appointed for a further term of approximately four (4) years, the exact point at which their term will end to be decided by the Council but with the aim that it will conclude at the end of the BGM or General Meeting closest to the end of a four year period commencing with their reappointment.
- 14.4 Subject to clause 17.10, the re-election of Council Members for a second term will be conducted by the Council upon consideration of the proposal from the Executive Committee based on previous performance in the Council. In selecting individuals for appointment as a Council Member the Council Members must have regard to the

skills, knowledge and experience needed for the effective administration of the Society.

- 14.5 Other than a person to whom the provisions of clause 17.10 apply (President Elect), Council Members wishing to stand for the re-election for a second term must confirm their intention to do so in writing to the Secretary (or to a member of the Council designated by the President if the Secretary stands for re-election) not less than one hundred and twenty (120) days before the scheduled General Meeting of the Society at which they would otherwise be due to retire.
- 14.6 Subject to clause 17.13 (Immediate Past-President) Council Members may serve not more than two (2) four (4) year terms (whether served consecutively or not).
- 14.7 Any vacancies arising after the conclusion of a Council Members' second four (4) year term in office (or arising because of their removal in accordance with clause 16) may be filled by the decision of the Members at the next BGM or a General Meeting or postal/electronic ballot called for the purpose.

15. INFORMATION FOR NEW COUNCIL MEMBERS

The Council Members will make available to each new Council Member on or before their first appointment a copy of this Constitution (and any amendments made to it) and a copy of the Society's latest Council Members' annual report and statement of accounts.

16. Retirement and removal of Council Members

- 16.1 A Council Member ceases to hold office if:
 - 16.1.1 they resign by notifying the Society in writing but only if enough Council Members will remain in office when the notice of resignation takes effect to form a quorum for meetings;
 - 16.1.2 they are absent without the permission of the Council Members from two consecutive meetings held within a period of six months and the Council Members resolve that their office be vacated;
 - 16.1.3 they die;
 - 16.1.4 they in the reasonable opinion of the other Council Members, become incapable of fulfilling their duties and responsibilities as a Council Member because of illness or injury and the other Council Members resolve that they be removed as a Council Member;
 - 16.1.5 they are removed by the Members in accordance with clause 16.2;
 - 16.1.6 the other Council Members resolve by a 75% majority of the Council Members present and voting at a properly convened meeting of the Council

Members that it is in the Society's best interests that they should cease to be a Council Member provided that the Council Member concerned has first been given an opportunity to put their case to justify why they should not be removed as a Council Member;

16.1.7 they are disqualified from acting as a Council Member by virtue of section 178-180 of the Charities Act 2011;

16.1.8 they complete their term of office and are not re-appointed; or .

16.1.9 they complete their term of office as Immediate Past President.

16.2 A Council Member shall be removed from office if a resolution to remove that Council Member is proposed at a general meeting of the Members called for that purpose and properly convened in accordance with clause 12 and the resolution is passed by a two-thirds majority of votes cast at the meeting.

16.3 A resolution to remove a Council Member in accordance with clause 16.2 shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the Members.

16.4 If a Council Member is required to retire at a meeting of the Members by a provision in this Constitution then the retirement shall take effect at the conclusion of the meeting.

17. EXECUTIVE COMMITTEE

17.1 Without prejudice to the provisions of clause 13.1 above, the day-to-day management of the Society (such as overseeing the work of all committees and working parties, arrangement for the Biennial Scientific Meeting and other scientific activities, considering all nominations for membership etc) shall be carried out by an executive committee of the Council (the "Executive Committee").

17.2 The Executive Committee shall have up to eleven (11) persons to include each of the officers ("Officers") for the time being of the Society namely the President, President Elect, Vice-President, Secretary, Treasurer, Officer-At-Large and Immediate Past President. The Executive Committee shall meet not less than twice in each year, physically or electronically.

17.3 Of the members of the Executive Committee, more than one half of the number of Executive Committee members for the time being or four (4) whichever is the greater shall constitute a quorum.

17.4 Questions at any meeting of the Executive Committee shall be decided by a simple majority of those present.

The President and President Elect

17.5 The President must be a Council Member who has served for at least two (2) years on Council and will be elected by the Council Members either at a Council meeting or by written or electronic resolution at approximately the time of a BGM or a General Meeting. Following such election they will take up office as President Elect 6 months prior to the BGM or General Meeting at which the incumbent President is due to retire from the office of President and the President Elect will take up office as President at the conclusion of that BGM or General Meeting. Every elected Council Member voting has one (1) vote. If there is a tie between candidates, a second voting round with only these tied candidates will be performed.

17.6 A Member of the Council may be nominated by two Council Members to be the President if they have been a Member of the Council for a minimum of one (1) year and have at least two (2) years left until the end of their final term in office at the point at which they become President. Subject to clause 17.9 (Immediate Past-President) Council Members may serve not more than two (2) four (4) year terms (eight years in total) (whether served consecutively or not).

17.7 The President shall usually serve for a two (2) year period and until the conclusion of the next BGM of the Society (unless the next BGM has to be postponed for reasons beyond the Council's control in accordance with a decision of the Council made under clause 12.1.1).

17.8 The President shall serve as Chairperson of the Council, Executive Council and any General Meeting.

17.9 The President Elect shall continue with their existing role on the Council and work in close liaison with the President and the Executive Committee in planning continuity of existing initiatives and planning new initiatives.

17.10 If any person is elected by the Council as President Elect prior to the end of their first term in office, they shall automatically be appointed for a second term in office by virtue of them becoming President or Immediate Past President after the conclusion of their first term in office.

Officers

17.11 The President shall appoint a Vice-President, Secretary, a Treasurer and Officer-at-Large and may appoint such other Officers as they may see fit from the Council Members. Such Officers shall serve for such term of office as the President shall designate which shall be no longer than the end of the appointing President's term of office subject always to the Officer's remaining time as a Council Member.

Vice President

17.12 The role of the Vice-President shall be to deputise for the President and to serve as Chairperson of any Council Meeting, Executive Committee Meeting or General Meeting at which the President is unwilling or unable to act.

Immediate Past-President

17.13 Having served a two (2) year period as President, the President shall subsequently be maintained in the Council as an Officer for two (2) additional years as Immediate Past-President to help the President and the other Officers and Council Members with their experience and advice. At the end of their term as Immediate Past President, they shall stand down from the Council.

18. TAKING OF DECISION BY COUNCIL MEMBERS

Any decision of the Council Members may be taken either:

- 18.1 at a meeting of the Council Members present in person (or by suitable electronic means) and agreed by a majority of the Council Members; or
- 18.2 by a resolution in writing or electronic form agreed by a majority of the Council Members which may comprise either a single document or several documents containing the resolution in like form. Such a resolution shall be effective provided that:
 - 18.2.1 a copy of the proposed resolution has been sent at or as near as reasonably practicable to the same time to all of the Council Members; and
 - 18.2.2 the majority of all of the Council Members have signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents or in such manner as the Council Members have previously resolved and delivered to the Society at its principal office or such other place as the Council Members may resolve within 28 days of the circulation date.

19. DELEGATION BY COUNCIL MEMBERS

- 19.1 The Council Members may delegate any of their powers or functions to a committee or committees and, if they do, they shall determine the terms and conditions on which the delegation is made. The Council Members may at any time alter those terms and conditions or revoke the delegation.
- 19.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Council Members but is subject to the

requirement that the Council Members shall from time to time review the arrangements which they have made for the delegation of their powers.

20. MEETINGS OF COUNCIL MEMBERS

20.1 Calling meetings

20.1.1 The President (or in the absence of any President in office, two Council Members) may call a meeting of the Council Members.

20.1.2 Subject to clause 20.1.1 the Council Members shall decide how their meetings are to be called and what notice is required but there shall be at least one Council Meeting in each calendar year.

20.2 Chairing of meetings

The President is to chair all Council Meetings at which they are present unless they do not wish or are not able to do so. If the President is not present within 15 minutes after the starting time of a meeting, or is unwilling or unable to chair a meeting, then the Vice-President must chair the meeting unless they are unwilling or unable to do so. If both the President and the Vice-President are not present within 15 minutes after the starting time of a meeting or both are unwilling or unable to chair the meeting then the Council must elect one of the Council Members who is present to chair the Council Meeting.

20.3 Procedure at meetings

20.3.1 No decision shall be taken at a meeting of the Council Members unless a quorum is present at the time when the decision is taken. The quorum for Council is six Council Members, or the number nearest to one half of the total number of Council Members, whichever is greater, or such larger number as the Council Members may decide from time to time. A Council Member shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.

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

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

20.4 Participation in meetings by electronic means

20.4.1 A meeting may be held with some or all Council Members attending by suitable electronic means agreed by the Council Members in which each participant may communicate with the other participants.

20.4.2 Any Council Member participating at a meeting by suitable electronic means agreed by the Council Members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

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

Observers

20.5 Subject to clauses 20.5.2 and 20.5.3, the Council Members may allow individuals who are not Council Members to attend meetings of the Council Members as observers on whatever terms the Council Members decide, as follows:- .

20.5.1 Observers may not vote but may take part in discussions with the prior consent of the chair.

20.5.2 The Council Members must exclude such observers from any part of the meeting of the Council Members where the Council Members consider the business is confidential.

20.5.3 The Council Members must exclude an observer from any meeting of the Council Members at which a possible personal benefit to him or her is being considered.

Co-opted Council Attendees

20.6 Notwithstanding the generality of the above, the Executive Committee may invite individuals (“Co-opted Council Attendees”) to attend meetings of the Council for the purposes of reporting or advising on a specific issue or project on whatever terms the Council Members decide. In addition to the general requirements of clause 20.5 above, Co-opted Council Attendees should be appointed for a limited period of time (to be decided by the Council) relevant to the issue/project upon which they are advising.

20.7 The Executive Committee may appoint an Advisory Group to advise the Council and exercise collaborative leadership and manage the implementation of agreed strategies, projects and policies.

21. SAVING PROVISIONS

21.1 Subject to clause 21.2, all decisions of the Council Members or of a committee of Council Members shall be valid notwithstanding the participation in any vote of a Council Member:

21.1.1 who was disqualified from holding office;

21.1.2 who had previously retired or who had been obliged by the Constitution to vacate office; or

21.1.3 who was not entitled to vote on the matter, whether by reason of a conflict or otherwise

if, without the vote of that Council Member and that Council Member being counted in the quorum, the decision has been made by a majority of the Council Members at a quorate meeting.

21.2 Clause 21.1 does not permit a Council Member to keep any benefit that may be conferred upon him or her by a resolution of the Council Members or of a committee of Council Members if, but for clause 21.1, the resolution would have been void, or if the Council Member has not complied with clause 8 (Conflicts of interest and conflicts of loyalty).

22. EXECUTION OF DOCUMENTS

22.1 The Society shall execute documents by signature.

22.2 A document is validly executed by signature if it is signed by at least two of the Council Members.

22.3 A cheque or order for the payment of money must be signed in accordance with the Council's instructions and generally the Secretary and the Treasurer shall be the signatories in accordance with the Society's bank mandates.

23. USE OF ELECTRONIC COMMUNICATIONS

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

23.1.1 the requirement to provide within 21 days to any Member on request a hard copy of any document or information sent to the Member otherwise than in hard copy form; and

23.1.2 any requirements to provide information to the Charity Commission in a particular form or manner.

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

23.3 Any Member or Council Member, by providing the Society with their email address or similar, is taken to have agreed to receive communications from the Society in

electronic form at that address unless the Member or Council Member has indicated to the Society their unwillingness to receive such communications in that form

23.4 The Council Members may, subject to compliance with any legal requirements, by means of publication on its website:

23.4.1 provide the Members with the notice referred to in clause 11 (Notice of general meetings);

23.4.2 give Council Members notice of their meetings in accordance with clause 20.1 (Calling meetings); and

23.5 submit any proposal to the Members or Council Members for decision by written resolution or postal vote in accordance with the Society's powers under clause 11 (Members' decisions), 11.3 (Taking ordinary decisions by written resolution without a general meeting), or clause 11.5 (the provisions for postal/electronic voting).

23.6 The Council Members must:

23.6.1 take reasonable steps to ensure that Members and Council Members are promptly notified of the publication of any such notice or proposal; and

23.6.2 send any such notice or proposal in hard copy form to any Member or Council Member who has not consented to receive communications in electronic form.

24. KEEPING OF REGISTERS

The Society must comply with its obligations under Charity Commission guidance and the General Regulations in relation to the keeping of and provisions of access to registers of its Members and Council Members.

25. MINUTES

The Council Members must keep minutes of all:

25.1 appointments of officers made by President;

25.2 proceedings at general meetings of the Society;

25.3 meetings of the Council Members and committees of Council Members including:

25.3.1 the names of the Council Members present at the meeting;

25.3.2 the decisions made at the meetings;

25.3.3 where appropriate the reasons for decisions; and

25.3.4 decisions made by the Council Members otherwise than in meetings.

26. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

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

27. RULES

The Council Members may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Society but such rules or byelaws must not be inconsistent with any provision of this Constitution. Copies of any such rules or byelaws currently in force must be made available to any Member on request.

28. DISPUTES

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

29. AMENDMENT OF CONSTITUTION

- 29.1 As provided by section 224 – 227 of the Charities Act 2011 this Constitution can only be amended by a resolution:
- 29.1.1 agreed in writing by all members of the Society; or
 - 29.1.2 passed by a 75% majority of those voting (either in person or by suitable electronic means) at a general meeting of the Members in accordance with clause 12 (General meetings of members).
- 29.2 Any alteration of clause 4 (Objects), clause 30 (Voluntary winding up or dissolution), this clause or of any provision where the alteration would provide authorisation for any benefit to be obtained by Council Members or Members or persons connected with them, requires the prior written consent of the Charity Commission.

- 29.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 29.4 A copy of every resolution amending the Constitution, together with a copy of the Society's Constitution as amended must be sent to the Charity Commission by the end of the period of 15 days beginning with the date of passing of the resolution and the amendment does not take effect until it has been recorded on the central Register of Charities.

30. VOLUNTARY WINDING UP OR DISSOLUTION

- 30.1 As provided by the Dissolution Regulations, the Society may be dissolved by resolution of its Members. Any decision by the Members to wind up or dissolve the Society can only be made:
- 30.1.1 at a general meeting of the Members called in accordance with clause 12 (General meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
- (a) by a resolution passed by a 75% majority of those voting; or
 - (b) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- 30.1.2 by a resolution agreed in writing by all Members.
- 30.2 Provided that the Society's debts or other liabilities have been settled or otherwise provided for in full:
- 30.2.1 any resolution for the winding up of the Society or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied.
- 30.2.2 if the resolution does not contain such a provision as required by clause 30.2.1, the Council Members must decide how any remaining assets of the Society shall be applied.
- 30.2.3 in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Society.
- 30.3 The Society must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the Society to be removed from the central Register of Charities and in particular:
- 30.3.1 the Council Members must send with their application to the Charity Commission:

- (a) a copy of the resolution passed by the Members;
- (b) a declaration by the Council Members that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and
- (c) a statement by the Council Members setting out the way in which any property of the Society has been or is to be applied prior to its dissolution in accordance with this Constitution; and

30.3.2 the Council Members must ensure that a copy of the application is sent within seven days to every Member and employee of the Society and to any Council Member who was not privy to the application.

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

31. AWARDS AND PRIZES

31.1 The Council may designate funds each year for the purposes of making grants in the form of awards and prizes and, if they do, they must determine the terms and conditions on which nominations will be accepted and the basis upon which awards and prizes will be granted (the "Awards and Prizes Regulations").

31.2 Subject always to the specific terms of any such award or prize the Council may at any time alter the Awards and Prizes Regulations or revoke any award or prize.

31.3 A copy of the Awards and Prizes Regulations must be supplied on request to any member.