



DATED 25 JULY 2023

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

SOCIETY OF BOOKBINDERS

The charity trustees:

- 9.1.2.1 may require applications for membership to be made in any reasonable way that they decide;
- 9.1.2.2 shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- 9.1.2.3 may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- 9.1.2.4 shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken and give the applicant the opportunity to appeal against the refusal; and
- 9.1.2.5 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.

9.2 Transfer of membership

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

9.3 Duty of members

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

9.4 Termination of membership

Membership of the CIO comes to an end if:

- 9.4.1 the member dies or in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- 9.4.2 the member sends a notice of resignation to the charity trustees; or
- 9.4.3 any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
- 9.4.4 the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership and pass a resolution to that effect.

Before the charity trustees take any decision to remove someone from membership of the CIO they must:

- 9.4.5 inform the member of the reasons why it is proposed to remove him, her or it from membership;
- 9.4.6 give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
- 9.4.7 at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- 9.4.8 consider at that meeting any representations which the member makes as to why the member should not be removed; and
- 9.4.9 allow the member or member's representative to make those representations in person at that meeting, if the member so chooses.

9.5 Membership fees

The CIO may require members to pay reasonable membership fees to the CIO.

9.6 Informal or associate (non-voting) membership

- 13.1.3 The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 13.1.4 The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause 13.1.5 of this clause.
- 13.1.5 The members or the charity trustees may at any time decide to appoint a new charity trustee whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees) or as an additional charity trustee provided that the limit specified in clause 12.3 on the number of charity trustees would not as a result be exceeded.
- 13.1.6 A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses 13.1.2 and 13.1.3 of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of his appointment and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

13.2 Ex officio Trustee

- 13.2.1 The Chair of the Society for the time being (“the office holder”) shall automatically by virtue of holding that office (“ex-officio”) be a charity trustee.
- 13.2.2 The Chair of the Society shall be elected by the members of the CIO at the AGM for a term of 3 years.
- 13.2.3 If unwilling to act as a charity trustee, the office holder may:
 - 13.2.3.1 before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
 - 13.2.3.2 after accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement and removal of charity trustees).

The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.

14. Information for new charity trustees

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

- 14.1 a copy of this constitution and any amendments made to it; and
- 14.2 a copy of the CIO’s latest Trustees’ Annual Report and statement of accounts.

15. Retirement and removal of charity trustees

- 15.1 A charity trustee ceases to hold office if he or she:
 - 15.1.1 retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - 15.1.2 is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - 15.1.3 dies;
 - 15.1.4 becomes incapable by reason of mental disorder, illness or injury or managing and administering his or her own affairs;
 - 15.1.5 is removed by the members of the CIO in accordance with sub-clause 15.2 of this clause; or
 - 15.1.6 is disqualified from acting as a charity trustee by virtue of sections 178-180 of the

- 19.1.1 Any charity trustee may call a meeting of the charity trustees.
- 19.1.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

19.2 Chairing of meetings

The Chair of the Society shall chair all meetings of the charity trustees. If the Chair of the Society is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

19.3 Procedure at meetings

- 19.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- 19.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 19.3.3 In the case of an equality of votes, the Chair shall have a second or casting vote (provided that where the Chair is the Chair of the Society, the Chair of the Society is acting as a charity trustee and has not resigned (or otherwise) as a charity trustee in accordance with clause 13.2.3).

19.4 Participation in meetings by electronic means

- 19.4.1 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants
- 19.4.2 Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 19.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

20.1 Subject to sub-clause 20.2 of this clause, all decisions of the charity trustees or of a committee of charity trustees shall be valid notwithstanding the participation in any vote of a charity trustee:

- 20.1.1 who was disqualified from holding office;
- 20.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 20.1.3 who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise;
- 20.1.4 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.

20.2 Sub-clause 20.1 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 20.1 the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

- 21.1 The CIO shall execute documents by signature.
- 21.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

22. Use of electronic communications

22.1 General

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

- 22.1.1 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;
- 22.1.2 any requirements to provide information to the Commission in a particular form or manner.

22.2 To the CIO

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

22.3 By the CIO

22.3.1 Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

22.3.2 The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –

- 22.3.2.1 provide the members with the notice referred to in clause 11.3 (Notice of general meetings);
- 22.3.2.2 give charity trustees notice of their meetings in accordance with clause 19.1 (Calling meetings); and
- 22.3.2.3 submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 10 (Members' decisions) or 10.3 (Decisions taken by resolution in writing)

22.3.3 The charity trustees must:

- 22.3.3.1 take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
- 22.3.3.2 send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

23. Keeping of registers

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

24. Minutes

The charity trustees must keep minutes of all:

- 24.1 appointments of officers made by the charity trustees;
- 24.2 proceedings at general meetings of the CIO;

- 30.4.2 by two or more persons falling within sub-clause 30.4.1 when taken together
- 30.5 a body corporate in which:
 - 30.5.1 the charity trustee or any connected person falling within sub-clauses 30.1 to 30.3 has a substantial interest; or
 - 30.5.2 two or more persons falling within sub-clause 30.5.1 who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisation (General Regulations) 2012.

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

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

“charity trustee” means a charity trustee of the CIO.