



FOUNDATION
YEAR
NETWORK

Constitution – Unincorporated Association

Rev. 1.1

Adopted: 13.09.2016

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Constitution

Revision 1.0 was adopted on the seventh day of November 2014.
Revision 1.1 was adopted on the thirteenth day of September 2016.
See appendix 1. Alterations, for a list of alterations.

A Name of association

The name of the association is

Foundation Year Network

B Administration

The association will be managed under this constitution by the members of the executive committee, as provided by clause G ('the executive committee').

C Objects

The association's objects ('the objects') are to organise an annual Foundation Year Network Conference and to represent, promote and support:

- Good practice in foundation year provision;
- The academic and scholarly activities of foundation year practitioners;
- Continuing professional development opportunities for foundation year practitioners.
- Diversity of provision for entry into higher education.

D Powers

The following powers may be used by the executive committee provided that:

- they are used to promote the objects;
 - the executive committee complies with all relevant laws; and
 - consents are obtained where necessary.
- i Power to invite and receive contributions.
 - ii Power to raise funds, as long as the executive committee does not undertake any substantial permanent trading activities.
 - iii Power to set any membership subscription
 - iv Power to employ staff (who must not be members of the executive committee) as necessary for promoting the objects, and power to make all reasonable and necessary arrangements for the payment of pensions for staff and their dependants.
 - v Power to cooperate with other charities, voluntary bodies and statutory authorities who have identical or similar objects, and to exchange information and advice with them.

- vi Power to establish or support any charitable trusts, associations or institutions to achieve all or any of the objects.
- vii Power to establish any advisory committees necessary.
- viii Power to do all other things necessary for the achievement of the objects.

E Membership (individuals only)

- 1 Any person is eligible to become a member of the association if he or she:
 - is 18 years or over;
 - is interested in promoting the objects;
 - has paid the association's annual subscription (if any); and
 - whose application has been accepted by the executive committee.
- 2 Every member has one vote.
- 3 The executive committee can end a person's membership only if:
 - the executive committee unanimously agrees that the membership should be ended; and
 - the person is given the right to be heard by the executive committee accompanied by a friend before a final decision is made.

F Honorary officers

At the annual general meeting of the association, the members will elect from among themselves a chair, a secretary and a treasurer. The honorary officers take up their offices from the end of that meeting.

G Executive committee

- 1 The executive committee will be made up of not less than five members nor more than twelve members being:
 - a) the honorary officers specified in clause F; and
 - b) not less than two and not more than nine members elected at the annual general meeting who hold office from the end of that meeting
 - c) no more than two members from any single institution or organisation.
- 2 The executive committee may, in addition, appoint not more than two members ('co-opted members'). Co-opted members can be appointed at a special meeting of the executive committee called under clause J. A co-opted member's appointment takes effect from the end of that meeting, unless the appointment is to fill a future vacancy; in that case, the appointment begins on the date the post is vacated.

- 3 All the executive committee members will retire from office together at the end of the next annual general meeting after they came into office. They may be re-elected or re-appointed.
- 4 The proceedings of the executive committee are not invalidated by:
 - any vacancy in the executive committee;
 - any failure to appoint a member; or
 - any defect in the appointment or qualification of a member.
- 5 No person is allowed to act as an executive committee member until after they have signed the executive committee's minute book, declaring that they accept the association's objects and will act toward achieving them.
- 6 The executive committee may take out indemnity insurance to protect the committee members for liabilities they may incur for negligence, default, breach of duty or breach of trust, excluding:
 - all fines;
 - costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty, or wilful or reckless misconduct; and
 - liabilities to the association resulting from conduct that the committee member knew, or must be assumed to have known, was not in the best interests of the association, or that the committee member did not care whether it was in the best interests of the association.

H Termination of membership of the executive committee

A member will no longer be a member of the executive committee if he or she:

- 1 is disqualified from acting as a member of the executive committee under section 72 of the Charities Act 1993 (or any update or change to it);
- 2 becomes incapable, by reason of mental disorder, illness or injury, of managing his or her own affairs;
- 3 is absent without permission from all executive committee meetings held over six months, and the executive committee resolves that his or her office be vacated; or
- 4 notifies the executive committee that he or she wishes to resign (but only if at least three members of the executive committee will remain in office when the resignation takes effect).

I Executive committee members and personal interest

- 1 Except in keeping with sub-clause 2 [and sub-clause 3] of this clause, no member of the executive committee must have any interest in property belonging to the association (except as the association's trustee) or receive payment from or have an interest in (except as a member of the executive committee) any contract entered into by the executive committee. This sub-clause shall not affect the executive committee's right to obtain indemnity insurance as described in sub-clause 6 of Clause G.
- 2 A member of the executive committee can be repaid for any reasonable out-of-pocket expenses incurred on behalf of the association.
- 3 Any members of the executive committee may charge and be paid for professional, trade or other services provided by them or their firms when instructed by the other members of the executive committee. At no time must a majority of the executive committee members benefit under this provision. Members of the executive committee must withdraw from any meeting discussing their own instruction or remuneration, or that of their firms.

J Meetings and proceedings of the executive committee

- 1 The executive committee will hold at least two ordinary meetings each year. A special meeting may be called at any time by the chair or by any two members of the executive committee. The other executive committee members must be notified of the matters to be discussed at least four days before the meeting. If a co-opted member is to be appointed at the meeting, members must be informed at least 21 days before the meeting.
- 2 The chair will act as chair at meetings of the executive committee. If the chair is absent, the attending members of the executive committee will choose one member to be chair of the meeting before any other business is done.
- 3 At least one-third of the members of the existing executive committee, but never less than three executive committee members, must be present for a meeting to be valid.
- 4 Every matter will be decided by a majority of votes of the attending executive committee members. In the case of equality of votes, the chair of the meeting will have a second or casting vote.
- 5 The executive committee will keep minutes, in books kept for the purpose, of meetings of the executive committee and any sub-committee.

- 6 The executive committee may, from time to time, make and change rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be inconsistent with this constitution.
- 7 The executive committee may appoint sub-committees of at least three executive committee members to make any inquiry, or to supervise or perform any function or duty which would be more conveniently carried out by a sub-committee. All acts and proceedings of any such sub-committees will be fully and promptly reported to the executive committee.

K Receipts and expenditure

- 1 The funds of the association, including all donations, contributions and bequests, will be paid into an account operated by the executive committee in the name of the association, at a bank chosen by the executive committee. All cheques drawn on the account must be signed by at least two members of the executive committee.
- 2 The funds belonging to the association will be used only to further the objects.

L Property

- 1 The executive committee must make sure that:
 - a) all land held by or in trust for the association which is not held in the name of the Official Custodian for Charities; and
 - b) all investments held by or in trust for the association, must be held in the name or names of:
 - a corporation entitled to act as custodian trustee; or
 - not less than three individuals.

Holding trustees may be removed by the executive committee at its discretion and must act under the lawful directions of the executive committee. As long as the holding trustees act only under the executive committee's lawful directions, they will not be liable for the acts and defaults of the executive committee members.

- 2 If a corporation entitled to act as custodian trustee has not been appointed to hold the association's property, the executive committee may permit any investments held by or in trust for the association to be held by a nominee, and may pay a reasonable and proper amount to the nominee for its work. The nominee may be any:
 - clearing bank;
 - trust corporation; or

- stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company).

M Accounts

The executive committee must follow the Charities Act 1993 (or any update or change to it) with regard to:

- 1 keeping the association's accounting records;
- 2 preparing the association's annual statements of account;
- 3 auditing or independent examination of the association's statements of account; and
- 4 transmitting the association's statements of account to the committee.

N Annual report

The executive committee must follow the Charities Act 1993 (or any update or change to it) when preparing the association's annual report.

O Annual return

The executive committee must follow the Charities Act 1993 (or any update or change to it) when preparing and submitting annual returns.

P Annual general meeting

- 1 An annual general meeting of the association will be held at the end of the Foundation Year Network Conference each year, or as soon as possible after that.
- 2 Every annual general meeting will be arranged by the executive committee. The secretary must notify the members of the association at least 21 days before the meeting. All association members can attend and vote at the meeting.
- 3 Before any other business at the annual general meeting, the attendees will appoint a meeting chair.
- 4 The executive committee will present to each annual general meeting the report and accounts of the association for the preceding year.
- 5 Nominations for election to the executive committee must be made by association members in writing. The secretary of the executive committee must receive all nominations at least 14 days before the annual general meeting. Election will be by ballot only if the number of vacancies exceeds the number of nominations.

Q Special general meetings

Special general meetings of the association can be called:

- by the executive committee at any time; or
- by the secretary if 10 or more association members write a request including the business to be considered.

All members of the association must be notified of the business to be discussed at least 21 days before a special general meeting.

R Procedure at general meetings

- 1 The secretary, or another person specially appointed by the executive committee, will keep a full record of proceedings at every general meeting of the association.
- 2 At least one-tenth of the current members of the association, but never less than 10, must be present at any general meeting for it to be valid.

S Notices

Any required notice must be served on association members in writing. The secretary or the executive committee will serve any member either personally or by post in a prepaid letter addressed to the member at his or her last known address in the United Kingdom. Any letter sent will be considered received after 2 days.

T Alterations to the constitution

- 1 Subject to the following sub-clauses, the constitution may be altered by a resolution passed by at least two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include the terms of the proposed alteration.
- 2 No amendment may be made to the following clauses without the prior written consent of the Association Commission.
 - Clause A (the name of association clause)
 - Clause C (the objects clause)
 - Clause I (executive committee members not to be personally interested clause)
 - Clause U (the dissolution clause)
 - This clause, clause T (the alterations to the constitution clause)
- 3 No amendment may be made which would have the effect of making the association cease to be a association by law.
- 4 The executive committee should promptly send a copy of any amendment made under this clause to the Association Commission.

U Dissolution

If the executive committee decides that it is necessary or advisable to dissolve the association, it will call a meeting of all association members. Notice (stating the terms of the proposed dissolution) must be given at least 21 days before the meeting. If the proposal is approved by two-thirds of those present and voting, the executive committee will have the power to realise any assets held by or on behalf of the association. Any assets remaining after all proper debts and liabilities are paid will be transferred to a association or charities with identical or similar objects, as decided by the association members. Failing that, the assets will be applied for some other charitable purpose. A copy of the statement of accounts for the final accounting period of the association must be sent to the Association Commission.

V Arrangements until first annual general meeting

Until the first annual general meeting, the people whose signatures appear at the bottom of this document will act as the executive committee. This constitution was adopted on the date at the top of this document by the following people.

Appendix 1. Alterations

Date of alteration	From	To
03.09.2016	<p>G Executive committee</p> <p>1 The executive committee will be made up of not less than five members nor more than <u>seven</u> members being:</p> <p>b) not less than two and not more than <u>four</u> members elected at the annual general meeting who hold office from the end of that meeting</p>	<p>G Executive committee</p> <p>1 The executive committee will be made up of not less than five members nor more than <u>twelve</u> members being:</p> <p>b) not less than two and not more than <u>nine</u> members elected at the annual general meeting who hold office from the end of that meeting</p>

Appendix 2. Signatories

Signed,

Name	Signature	Address
Alison Messenger		
Anna Barney		
Catherine Marshall		
Doug Ingram		
Paul Foley		
Peter Haycock		
Peter Watts		
Sandie Dann		
Sarah Hale		
Steve Faulkner		
Steve Leech		
Willy Kitchen		

Dated: _____

Witnessed by:

Signature: _____

Name: _____

Occupation: _____

Address:
