BRITISH ASSOCIATION FOR PARENTERAL AND ENTERAL NUTRITION

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

Date of constitution (last amended):

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1. Name

The name of the Charitable Incorporated Organisation ("**the CIO**") is the British Association for Parenteral and Enteral Nutrition.

2. National location of principal office

The location of the principal office of the CIO is in England and may not be changed to be outside England and Wales.

3. Objects

3.1 The object of the CIO is advancing clinical nutrition, which encompasses: -

3.2 the relief of sickness in those who have become or are likely to become, malnourished, and who are unable to consume or absorb food in sufficient quantities to effect recovery;

3.3 the advancement of education of health workers of all kinds, patients, policy makers and the general public, in the importance of and the methods for, the prevention and treatment of malnutrition during illness;

3.4 the promotion of research into all aspects of clinical nutrition and human metabolism on condition that the results of such research are published.

4. Powers

4.1 The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

(a) integrate the contributions of dietitians, doctors, nurses, pharmacists, patients, industry representatives and all others concerned with the research, development, manufacture, supply, provision and consumption of enteral and parenteral nutrition to sufferers from all types of disease;

(b) establish standards of practice in enteral and parenteral nutrition;

(c) provide advice, based on a consensus opinion of the relevant professional bodies concerned with enteral and parenteral nutrition, to government, administrators, health care managers, educators,

manufacturers, patients and the general public on policy for the optimal provision of nutritional care in illness;

(d) liaise with organisations in other countries, which have the same or similar objectives;

(e) employ and pay any person or persons not being a member of the Council to supervise, organise and carry on the work of the CIO and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;

(f) co-operate and collaborate with voluntary bodies, Government departments, statutory authorities and individuals operating in similar charitable fields and to exchange information and advice;

(g) arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;

(h) collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in the country or overseas;

(i) undertake, execute, manage or assist any charitable trusts, which may lawfully be undertaken, executed, managed or assisted by the CIO;

(j) procure to be written, print or electronically produce, publish, issue and circulate gratuitously or otherwise such papers, books, electronic materials, periodicals, pamphlets or other documents or films or recorded tapes as shall further such objects;

(k) purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any buildings or erections necessary for the work of the CIO;

(l) make regulations for the management of any property which may be so acquired;

(m) accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit;

(n) invest the money of the CIO not immediately required for such objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;

(o) to obtain and maintain charitable status in accordance with the laws governing charitable organisations as pertaining at that time in the United Kingdom of Great Britain and Northern Ireland.

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

comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;

(q) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

(r) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;

(s) make grants or loans of money and to give guarantees;

(t) raise funds by any means other than **taxable trading**.

5. Application of income and property

5.1 The income and property of the CIO must be applied solely towards the promotion of the objects.

(a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:

(a) a benefit from the CIO as a beneficiary of the CIO;

(b) reasonable and proper remuneration for any goods or services supplied to the CIO.

5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to charity trustees and connected persons

6.1 General provisions

No charity trustee or connected person may:

(a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the CIO;

(c) be employed by, or receive any remuneration from, the CIO;

(d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause 6.2, or 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.

6.2 Scope and powers permitting trustees' or connected persons' benefits

(a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the ClO provided that it is available generally to beneficiaries of the CIO.

(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 ClO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

(c) Subject to sub-clause 6.3 a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the ClO. 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 ClO on the same terms as members of the public.

6.3 Payment for supply of goods only - controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause 6.2(c) if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods ("**the supplier**").

(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 CIO 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 CIO.

(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 6.

6.4 In sub-clauses 6.2 and 6.3 of this clause:

(a) "the CIO" includes any company in which the CIO:

(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 directors to the board of the company;

(iv) "connected person" includes any person within the definition set out in clause 29 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

7.1 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 CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

(b) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

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.

8. Liability of members to contribute to the assets of the CIO if it is wound up

8.1 If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership

9.1 Membership shall be open to individuals of 18 years and over who are interested in furthering the objects of the CIO and who have paid the annual subscription as determined by the Council ("Individual Members"). Members shall enjoy such additional privileges as the Council shall see fit from time to time to bestow. These may include but need not be restricted to preferential rates for the CIO's meetings and publications.

9.2 Core Groups

(a) A substantial proportion of the CIO's membership is drawn from a number of specific professional and patient/carer core groups:

(i) The National Nurses Nutrition Group (NNNG)

(ii) The Parenteral and Enteral Nutrition Group (PENG) of the British Dietetic Association;

(iii) The British Pharmaceutical Nutrition Group (BPNG)

(iv) PINNT

(v) BAPEN Medical

(vi) The British Society of Paediatric Gastroenterology, Hepatology and Nutrition (BSPGHAN)

("**Core Groups**").

(b) The members of the Core Groups shall be regarded as affiliate members of the CIO and as such, will be entitled to receive notice of the CIO meetings, educational events and such other events as the Board may determine.

(c) The members of the Core Groups will also be entitled to a discounted full individual membership of the CIO (as determined by the Board), which will accord the same privileges as those with non-discounted full individual membership.

(d) A subscription may be levied from each of the Core Groups at the discretion of the Board with the agreement of all of the Core Groups.

9.3 Associate Organisations

(a) The associate organisations of the CIO are:-

(i) The British Society of Gastroenterology

("**Associate Organisations**").

(b) Further Associate Organisations and any special interest groups may be admitted at the Board's discretion.

9.4 Corporate membership

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(a) Corporate membership at varying levels (as determined by the Council) shall be open to manufacturers and suppliers of products, services or publications relating to clinical nutrition who support the aims of the CIO and have paid the appropriate subscription, to be determined by the Council.

(b) Depending on the level of corporate membership, certain privileges will be made available to corporate members at the discretion of the Council. These may include opportunities for exhibition at the CIO's meetings and sponsorship of the CIO's other activities, as well as contribution to educational and research initiatives.

(c) Corporate members may choose not to renew their membership at their own discretion, but it is expected that the CIO would normally be given at least one year's notice of this.

9.5 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.

9.6 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.

9.7 Termination of membership

(a) Membership of the CIO comes to an end if:

(i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or

(ii) the member sends a notice of resignation to the Council; or

(iii) any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or

(iv) the Board decides 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. In reaching this decision the Board may receive information and guidance from the Council but will have full discretion over this decision.

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

(i) inform the member of the reasons why it is proposed to remove him or her from membership;

(ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, or she or it should not be removed from membership;

(iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

(iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and

(v) allow the member, or the member's representatives to make those representations in person at that meeting, if the member so chooses.

10. Board of Trustees

10.1 The **charity trustees** as **Board** members have control of the CIO and its property and funds.

10.2 The Board when complete consists of the following individuals (who must not be paid employees) of the CIO:-

(a) the President (elected in accordance with clause 13.7(e));

(b) the Treasurer (elected in accordance with clause 13.7(e));

(c) the Secretary (elected in accordance with clause 13.7(e));

(d) the IAC Chair (appointed in accordance with clause 19.5); and

(e) between 2 and 4 external charity trustees ("**External Trustee**") appointed by a resolution of the Board for a term of three years and who may be reappointed for a further term of three years provided that no External Trustee may serve more than nine consecutive years in office unless otherwise determined by a resolution of the Board should the same be assessed by them to be in the best interests of the CIO due to special circumstances existing at that particular point in time.

10.3 Every Board member must sign a declaration of willingness to act as a charity trustee of the CIO before he or she is eligible to vote at any meeting of the Board.

10.4 A Board member automatically ceases to be a member of the Board if he or she:

(a) reaches the end of their term by effluxion of time;

(b) is disqualified under the Charities Act 2011 from acting as a charity trustee;

(c) is incapable, whether mentally or physically, of managing his or her own affairs;

(d) is absent without permission from the Board from 2 consecutive meetings of the Board;

(e) except in the case of an External Trustee, ceases to be a member of the CIO (but such a person may be reinstated by resolution of all the other members of the Board on resuming membership of the CIO);

(f) resigns by written notice to the Board (but only if at least two Board members will remain in office);

(g) is removed by a resolution passed by all the other members of the Board after inviting the views of the Board member concerned and considering the matter in the light of any such views.

10.5 A technical defect in the appointment of a Board member of which the Board are unaware at the time does not invalidate decisions taken at a meeting.

11. Board meetings

11.1 The Board must hold at least two meetings each year.

11.2 There will be quorum at a Board meeting when the following charity trustees are present:

(a) one External Trustee; and

(b) at least two of the Honorary Officers (being charity trustees).

11.3 A Board meeting may be held either in person or through electronic means agreed by the Board in which each participant may communicate with all other participants.

11.4 The Chair or (if the Chair is unable or unwilling to do so) the President presides at each Board meeting.

11.5 Every issue may be determined by a simple majority of the votes cast at a Board meeting but a resolution which is in writing and signed by a majority of the members of the Board is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

11.6 Except for the chair of the meeting, who has a second or casting vote, every charity trustee has one vote on each issue.

11.7 The following individuals shall also have the right to receive notice of and to attend Board meetings but shall not have the right to vote and for the avoidance of doubt shall not be charity trustees of the CIO:

(a) the President-Elect;

(b) the Executive Officers; and

(c) the Patron (if applicable).

12. Powers of the Board

12.1 The Board has the following powers in the administration of the CIO:

(a) to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Board member and all proceedings of sub-committees must be reported promptly to the Board)

(i) to make standing orders consistent with this Constitution to govern proceedings at general meetings;

(ii) to make rules consistent with this Constitution about the Board and sub-committees;

(iii) to establish special interest groups if required from time to time and make rules consistent with this Constitution about meetings and proceedings of such special interest groups;

(iv) to make regulations consistent with this Constitution about the running of the CIO (including the operation of bank accounts and the commitment of funds);

(v) to resolve or establish procedures to assist the resolution of disputes within the CIO;

(vi) to exercise any powers of the CIO which are not reserved to a general meeting.

13. Council

13.1 The CIO shall have a council to support the functions of the Board ("**Council**").

13.2 The Council shall meet not less than twice a year. Full membership of the CIO is a prerequisite for all Council members. The Council may have the following composition: -

(a) President, President-elect, Secretary and Treasurer (elected in accordance with clause 13.7(e));

(b) one member elected by each of the Core Groups, usually the chair of each Core Group;

(c) the chair of each of the standing committees (if any) that the Board may have established at any given time;

(d) the chair of each of the special interest groups (if any) that the Board may have established or admitted at any given time;

(e) up to three Executive Officers (elected in accordance with clause 13.7(f));

(f) the IAC Chair;

(g) one representative from each of the four countries of the United Kingdom (being England, Wales, Scotland and Northern Ireland);

(h) the Secretary and Treasurer-elect (if appropriate).

13.3 In the event of an individual person resigning or otherwise leaving an organisation, committee or role he or she shall immediately cease to be a representative of such organisation.

13.4 Other than representatives of Core Groups and the President, Secretary and Treasurer, the members of the Council shall be appointed annually and are eligible for re-appointment normally for a maximum consecutive period of three years. Members should then normally stand down for a period of at least three years before becoming eligible for reappointment, unless elected to the position of Executive Officer of the CIO as described in clause 13.7(f). In the event of election to Executive Officer, members will then be eligible to remain in post for three years from that time, but should normally then stand down for a period of at least three years before becoming eligible for reappointment to the Council. Exceptions to this guidance should be made only on written request to Council, should difficulties arise.

13.5 In addition to the members so appointed, the Council may co-opt non-voting members for specific tasks or purposes as defined from time to time by Council, subject to annual ratification provided that the number of co-opted members shall not exceed one quarter of the total number of members of the Council.

13.6 The proceedings of the Council shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of any member. An attendance of a minimum of ten members at a Council meeting shall constitute a quorum.

13.7 The Council shall have the following rights and responsibilities:

(a) to approve or reject applications for membership of the CIO;

(b) for good and sufficient reason (such as serious professional misconduct or criminal activity) make a recommendation to the Board to terminate the membership of any individual or organisation, provided that the individual(s) person concerned or the organisation (as the case may be) shall have the right to be heard by the Council before such recommendation is made;

(c) to select members of the CIO for its marks of special acclaim. These shall include but need not be limited to the bestowal of honorary life membership of the CIO, the award of a roll of honour for outstanding contribution to the CIO, and the invitation to become a member of the Independent Advisory Committee as described below in clause 19;

(d) to maintain a list of all members of the CIO and to make this list available to all other members in accordance with the provisions of data protection legislation;

(e) to elect from among the full Individual Members, and using the single transferable vote in the event of more than two candidates standing for a given position: a President, a President-elect, a Secretary and a Treasurer, collectively referred to as the Honorary Officers. The President-elect is elected for one year prior to becoming President. The President, Secretary and Treasurer shall be elected for fixed terms of three years and may be re-elected for a further two terms of three years provided that they shall not serve more than nine consecutive years in

office unless otherwise determined by a resolution of the Board should the same be assessed by them to be in the best interests of the CIO due to special circumstances existing at that particular point in time;

(f) to elect, using the single transferable vote in the event of more than two candidates standing for a given position, up to three Executive Officers. Any voting member of the Council standing for office forfeits that vote. It is not transferable. Executive Officers shall be elected for a term of three years and may be re-elected for a further two consecutive terms of three years, subject to a maximum of nine consecutive years, following which Executive Officers may only be re-elected after an interval of at least three years. However, this shall not prevent an eligible member from being elected to another Executive Officer's position within the CIO, which shall be deemed a new appointment. A balance of the professions and disciplines shall be maintained whenever possible amongst the Executive Officers of the CIO, and where possible, a process of succession planning should be established to ensure that the Executive Officers retire from office over a staggered timeframe. The Executive Officers shall have particular managerial responsibilities to the CIO for ensuring that the CIO's committees and working parties remain functional and responsive to the needs of the CIO. It will normally be the case that each Executive Officer will have a portfolio concerning a group of current committees. The Executive Officers shall have the right to vote at meetings of Council but for the avoidance of doubt shall not be charity trustees. The Executive Officers shall not be entitled to receive payment for fulfilling these roles.

(g) To appoint a representative (which shall usually be the President or President-Elect) of the CIO to The European Society for Clinical Nutrition and Metabolism (ESPEN), or such other organisations in this country or abroad at its discretion.

(h) To elect using the single transferable vote in the event of more than two candidates standing for a given position, the IAC Officer who shall be one of the members of the Independent Advisory Committee referred to in clause 19. The role of the IAC Officer will be to act as a specialist advisor to the Board.

(i) To appoint a Patron if considered appropriate.

13.8 The CIO shall be represented at regional level by regional representatives who shall be full individual members of the CIO. The duration of office shall normally be three years. Regional representatives shall serve to promote the multidisciplinary activities of the CIO in their geographical region.

13.9 Each Core Group may appoint a deputy to replace its appointed representative(s), if the appointed representative is unable to attend any particular meeting of the Council of the CIO; and not more than two observers (who shall not be entitled to vote) agreed in advance by the Secretary to attend any such meeting.

14. Meetings of the Council

14.1 The Council will meet no less than 2 times in a calendar year.

14.2 The President of the CIO may call a special general meeting of the Council at any time at his/her discretion. The Secretary shall, within 30 days of receiving a written request so to do signed by not less than half of the Council and giving reasons for the request, call a special general meeting of the Council. For all special general meetings at least 14 clear days' notice shall be given in writing by the Secretary to each member.

14.3 The Patron (if so appointed) shall have the right to receive notice of and attend meetings of the Council but for the avoidance of doubt shall have no voting rights.

15. Rules of procedure at all meetings of the Council

15.1 The quorum, in the case of any meeting of the Council, shall be three Honorary Officers including at least two of the President, President-elect, Secretary and/or Treasurer, and seven additional voting members.

15.2 Only voting members (which for the avoidance of doubt shall not include those non-voting members co-opted in accordance with clause 13.5) shall have the right to vote at meetings of the Council. Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. No person shall exercise more than one vote but in the case of an equality of votes the President for the time being of the Council (or in the President's absence a deputy nominated by the Council) shall have a casting vote.

15.3 Minutes shall be kept by the Board, the Council and all other committees of the CIO, and the appropriate secretary shall enter in the minutes a record of all attendees, proceedings and resolutions.

15.4 The Board shall have power to adopt and issue standing orders and/or rules in respect of meetings of the Council and such other matters relating to the CIO as they shall in their absolute discretion determine which shall come into operation immediately provided that they shall not be inconsistent with the provisions of this Constitution.

16. Standing Committees

16.1 The Board may appoint such special or standing committees as may be deemed necessary and shall determine their terms of reference, powers, duration and composition.

16.2 All standing committees will meet at least twice a year, either in person or virtually, and shall be required to submit minutes of its meetings to the Secretary and prepare a report annually detailing its activity.

16.3 The chairperson of each standing committee shall automatically have a place on the Council.

16.4 It will be the chairperson's responsibility to engage sufficient committee members as he/she sees fit for purpose. The make-up of the standing committees will usually have representation from each of the Core Groups, which will be asked to nominate an individual.

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16.5 All members of the standing committees must be full individual members of the CIO.

16.6 The chairperson of each standing committee shall be appointed annually for a term of one year and will be eligible for re-appointment for a further two terms of one year, subject to a maximum of three consecutive years. The election of a new chairperson will often come from within the relevant standing committee. In the event of two candidates, there will be a vote of the remaining committee members, with the outgoing chairperson having the casting vote in the event of a tie. If there are no applicants for the position of chairperson of a relevant standing committee, the Council will be informed and applications will be invited from amongst the full individual membership. The relevant standing committee shall then appoint their chairperson from the applications received.

16.7 Each standing committee member will serve for a maximum of 5 years. If a member fails to attend >50% of standing committee meetings within a year, the committee reserve the right to request an election for a replacement for that individual. On the retirement of any committee member, the departing representative will be asked to nominate a potential successor (after discussion with their Core Group, if previously elected as a representative of this body). If the retiring member is not representing a Core Group, nominations/applications will also be invited from the other committee members and from among the wider BAPEN membership. Should there be more than one applicant the existing committee members will hold a secret ballot. If this does not identify a clear successor then the Chair will have the casting vote.

16.8 The Board may refer to the Council for advice and guidance but will as charity trustees have full discretion over the day-to-day affairs, management, strategy and governance of the CIO.

17. Members' decisions

17.1 General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause 17.4, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause 17.2 or by written resolution as provided in sub-clause 17.3.

17.2 Taking ordinary decisions by vote

Subject to sub-clause 17.4, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

17.3 Taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause 17.4, 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:

(i) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

(b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above

(d) Not less than 10% of the members of the CIO may request the Board to make a proposal for decision by the members.

(e) The Board must within 21 days of receiving such a request comply with it if:

(i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

(ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

(iii) Effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses 17.3(a) to 17.3(c) apply to a proposal made at the request of members or made pursuant to a decision of the charity trustees.

17.4 Decisions that must be taken in a particular way

(a) Any decision to amend this Constitution must be taken in accordance with clause 27 of this Constitution (Amendment of Constitution).

(b) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 28 of this Constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

18. Meetings of the CIO

18.1 Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The

AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report.

Other general meetings of the members of the CIO may be held at any time.

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

18.2 Calling general meetings

(a) The charity trustees:

(i) must call the AGM of the members of the CIO in accordance with sub-clause 18.1, and identify it as such in the notice of the meeting; and

(ii) may call any other general meeting of the members at any time.

(b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:

(i) they receive a request to do so from at least 10% of the members of the CIO; and

(ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause 18.2(b)(i) of this clause shall have effect as if 5% were substituted for 10%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

(g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

(h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

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18.3 Notice of general meetings

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

(b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 18.3(a) have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this Constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must:

(i) state the time and date of the meeting;

(ii) give the address at which the meeting is to take place;

(iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and

(iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;

(v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 21 (Use of electronic communication), details of where the information may be found on the CIO's website.

(vi) Proof that an envelope containing a notice was properly addressed and pre-paid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(vii) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

18.4 Chairing of general meetings

The members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

18.5 Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.

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(b) Subject to the following provisions, the quorum for general meetings shall be 5 or more members of the CIO. An organisation represented by a person present at the meeting in accordance with sub-clause 18.7, is counted as being present in person.

(c) 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.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the CIO's members at least seven clear days before the date on which it will resume.

(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

18.6 Voting at general meetings

(a) Any decision other than one falling within clause 17.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.

(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

(c) 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.

(d) A poll may be taken:

(i) at the meeting at which it was demanded; or

(ii) at some other time and place specified by the chair; or

(iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) 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.

18.7 Representation of organisations and corporate members

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

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 of the CIO.

18.8 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.

Other types of meetings

18.9 There shall be an annual multidisciplinary scientific meeting of the CIO. The date shall be notified at least 6 months in advance in writing to all members.

18.10 Free papers to be submitted as oral and/or poster presentations will be sought. Submissions will not be limited to those from members of the CIO.

18.11 Scientific communications will be selected and/or commissioned by a committee reporting to the Council of the CIO.

18.12 One or more prize lectures and/or other special awards may be made at the discretion of a sub-committee reporting to the Council.

18.13 The annual scientific meeting is intended to generate a revenue surplus which is to be used to further the objects of the CIO.

19. Independent Advisory Committee

19.1 The Council will seek to appoint an Independent Advisory Committee (**IAC**) of between four and six members of the CIO who shall be men and women of distinction who have made outstanding contributions to clinical nutrition in the United Kingdom and/or the CIO and may include individuals who are or have been in a position of authority in the United Kingdom and having such expertise as is necessary for the for the furtherance of the objects of the CIO.

19.2 The IAC will be invited to comment on the future and strategy of the CIO.

19.3 For the avoidance of doubt, the IAC (with the exception of the IAC Chair) will not automatically be entitled to be appointed as charity trustees of the CIO. These individuals will have the normal rights of members other than the right to hold office in the CIO, but shall not be expected to pay a subscription.

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19.4 There shall be no fixed term for members of the IAC, with the exception of the position of chair of the IAC which will be a three year term of office, with the option for re-election for a further two terms of three years subject to a maximum of nine consecutive years.

19.5 The IAC Chair shall be appointed by the IAC from amongst their members. The IAC Chair shall automatically be appointed as a charity trustee in accordance with clause 10.2 (d).

19.6 The IAC would be expected to bring to the attention of the CIO concerns about its future strategy, so that changes can be implemented to ensure increasing influence in the broader field of clinical nutrition.

19.7 The IAC will have the discretion to bestow the CIO's highest award – the John Lennard Jones medal – to any such member for outstanding contribution to the CIO over a long period of time.

19.8 The IAC may seek to help to raise funds to support specified activities of the CIO.

20. Execution of documents

20.1 The CIO shall execute documents by signature.

20.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

21. Use of electronic communications

21.1 General

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

(a) 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;

(b) any requirements to provide information to the Charity Commission in a particular form or manner.

21.2 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.

21.3 By the CIO

(a) 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.

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

(i) provide the members with the notice referred to in clause 18.3 (Notice of general meetings);

(ii) give charity trustees notice of their meetings in accordance with clause 18.2 (Calling general meetings); and

(iii) submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 17 (Members' decisions).

(c) The charity trustees must:

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

(ii) 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.

22. 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.

23. Minutes

23.1 The charity trustees must keep minutes of all:

(a) appointments of officers made by the charity trustees;

(b) proceedings at general meetings of the CIO;

(c) meetings of the charity trustees and committees of charity 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;

(d) decisions made by the charity trustees otherwise than in meetings.

24. Accounting records, accounts, annual reports and returns, register maintenance

24.1 The charity trustees 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 CIO, within 10 months of the financial year end.

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

25. Rules

The charity trustees 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 CIO, but such rules or bye laws must not be inconsistent with any provision of this Constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

26. Disputes

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

27. Amendment of constitution

As provided by clauses 224 – 227 of the Charities Act 2011:

27.1 This Constitution can only be amended:

(a) by resolution agreed in writing by all members of the CIO; or

(b) by a resolution passed by a 75% majority of votes at a general meeting of the members of the CIO.

27.2 Any alteration of clause 3 (Objects), clause 28 (Voluntary winding up or dissolution), or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

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

27.4 A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

28. Voluntary winding up or dissolution

28.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

(a) at a general meeting of the members of the CIO called in accordance with clause 18 (Meetings of the CIO), of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) 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

(b) by a resolution agreed in writing by all members of the CIO.

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

(a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

28.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the CIO to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Charity Commission:

(i) a copy of the resolution passed by the members of the CIO;

(ii) declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

(iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this Constitution;

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

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

29. Interpretation

In this Constitution:

Associated Organisations	means each of the associated organisations referred to in clause 9.3

AGM	means the annual general meeting
Board	means the charity trustees
Chair	means the chairperson of the Board appointed by members of the Board from amongst the External Trustees from time to time
charity trustee	has the meaning prescribed by section 177 of the Charities Act 2011
Communications Provisions	means the Communications Provisions in Part 9 of the General Regulations
Connected person	means: (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee; (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above; (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above; (d) an institution which is controlled: (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or (ii) by two or more persons falling within sub-clause (d)(i), when taken together (e) a body corporate in which - (i) the charity trustee or any connected person falling within

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	sub-clauses (a) to (c) has a substantial interest; or (ii) two or more persons falling within sub-clause (e)(i) 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.
Core Group	means each of the core groups listed in clause 9.2 of this Constitution and such other groups as may be acknowledged by the Council from time to time
Dissolution Regulations	means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
External Trustee	means an external charity trustee appointed in accordance with clause 10.2(e)
Executive Officers	means the executive officers elected by the Council in accordance with clause 13.7(f)
General Regulations	means the Charitable Incorporated Organisations (General) Regulations 2012
Honorary Officer	means the President, Treasurer, Secretary, President-Elect and Secretary-elect and Treasurer-elect (if any)
'Independent Advisory Committee' or 'IAC'	means the Independent Advisory Committee formed in accordance with clause 19

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IAC Officer	means an officer of the IAC elected by the Council in accordance with clause 13.7(h)
IAC Chair	means the chairperson of the IAC appointed in accordance with clause 19.5
Patron	means the Patron of the CIO appointed from time to time in accordance with clause 13.7(i)
poll	means a counted vote or ballot, usually (but not necessarily) in writing.
taxable trading	means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects of the CIO, the profits of which are subject to corporation tax

..... (Authorised signatory *[and details]*)

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