

**CONSTITUTION of the
ASSOCIATION OF INDEPENDENT MEMBERS OF STANDARDS COMMITTEES
IN ENGLAND**

adopted on the sixteenth day of October, 2006.

WHEREAS the several persons listed at the end hereof are desirous to establish an Association for Independent Members of Standards Committees in England, and
WHEREAS there is no other similar body available to meet the aims of the Association for Independent Members of Standards Committees in England,
It is hereby agreed to establish by these presents the Association for Independent Members of Standards Committees in England.

NOW THEREFORE the Association for Independent Members of Standards Committees in England and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

PART 1

1. The Name.

The association's name is **Association of Independent Members of Standards Committees in England** (hereinafter in this document it is called the 'Association').

2.1 Definitions:

In this constitution the following words and expressions have the meanings hereby assigned to them, except where the context otherwise requires:

“Association” means	The unincorporated association established by these presents.
“Independent Chairman” means	An Independent Member of a Standards Committee appointed as the Chairman of that Committee.
“Independent Member” means	A person appointed to a Standards Committee by the provisions of Section 53 (4) (b) of the Local Government Act or any amendment or reenactment thereof.
“Local Government Act” means	The Local Government Act 2000.
“Member” means	Any person who, being an Independent Member of a Standards Committee, having applied to the Association and paid the appropriate dues, is appointed a member of the Association.
“Standards Committee” means	A committee formed pursuant to Section 53 (1) of the Local Government Act.
“Standards Board” means	The Standards Board for England.
“Regional Forum” means	A formal or informal group of Independent Members of Standards Committees established within a region, sub-region or county in England with similar objects to those of the Association.

2.2 Interpretation.

Words importing persons shall include firms and corporations and any organisation having legal capacity.

Words importing the singular shall also include the plural and vice versa where the context requires.

Words importing the masculine gender shall also include the feminine gender and vice versa where the context requires.

The headings herein shall not be deemed to be part hereof or be taken into consideration in the interpretation or construction hereof.

2.3 Law.

The laws of England and Wales shall apply to this constitution and it shall be construed and interpreted accordingly.

3 The Objects.

The Association's objects (the Objects) are:

- 3.1. To be a professional organisation for Independent Members of Standards Committees; to provide support for them and champion their interests and to empower them in their role and function.
- 3.2. To provide advice and guidance to members on their Statutory duties and responsibilities and the interpretation thereof and in particular their role in a Standards Committee.
- 3.3. To maintain a register of members.
- 3.4. To provide support to members in the exchanging of views, comments, recommendations with the Standards Board for England, the relevant Government Departments, and other bodies associated with Standards in Public Life.
- 3.5. To publish regularly a News Letter containing relevant information and news relating to the Ethical Agenda and Standards of Conduct in Public life; information regarding relevant forthcoming events, news sent in by members.
- 3.6. To carry out and support, at the discretion of the directors, relevant research in matters affecting the membership.
- 3.7. To manage the affairs of the Association, harnessing the relevant expertise of its membership where appropriate.
- 3.8. To develop and grow in whatever manner is relevant in the future.
- 3.9. To establish and maintain friendly, cooperative working relations with other stakeholders.

4. **Application of the Income and Property.**

- 4.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 4.2 A Director may pay out of, or be reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.
- 4.3 None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association.

5. **Dissolution.**

- 5.1 If the members resolve to dissolve the Association, the Directors will remain in office as Directors and be responsible for winding up the affairs of this Association in accordance with this clause.
- 5.2 The Directors must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association.
- 5.3 The Directors must apply any remaining property or money:
 - 5.3.1 directly for the Objects;
 - 5.3.2 by transfer to any other association or similar body whose purposes are the same as or similar to the Association.
- 5.4 The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Directors are to apply the remaining property or assets of the Association and the Directors must *comply* with the resolution if it is consistent with the paragraphs in 5.3 above.

6. **Amendments.**

- 6.1 Any provision contained in Part 1 of this constitution may be amended provided that:
 - 6.1.1 no amendment may be made that would have the effect of making the Association cease to be a Association at law;
 - 6.1.2 no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of the Association;
 - 6.1.3 any resolution to amend a provision in Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- 6.2 Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- 6.3 A copy of any resolution amending this constitution must be available to any member within twenty one days of it being passed.

PART 2

7. Membership.

- 7.1 Membership is open to all those persons appointed as Independent Members of Standards Committees.
- 7.2.1 The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.
- 7.2.2 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 7.2.3 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 7.3 Membership is not transferable to anyone else.
- 7.4 The Directors must keep a register of names and addresses of the members which must be made available to any member upon request.

8. Termination of membership.

Membership is terminated if:

- 8.1 the member dies, or ceases to be an Independent Member of a Standards Committee as defined in sub-clause 7.1 above;
- 8.2 the member resigns by written notice to the Association unless, after the resignation, there would be less than five members;
- 8.3 any sum due from the member to the Association is not paid, without due cause, in full within six months of it falling due;
- 8.4 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - 8.4.1 the member has been given at least twenty-one days notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - 8.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

9. General meetings.

- 9.1 The Association must hold a general meeting within fifteen months of the adoption of this constitution.
- 9.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 9.3 All general meetings other than the annual general meeting shall be called special general meetings.
- 9.4 The Directors may call a special general meeting at any time.

9.5 The Directors must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Directors fail to hold the meeting within twenty-eight days of the request, those members may proceed to call a special general meeting but in so doing they must comply with the provisions of this constitution.

10 **Notice.**

10.1 The minimum period of notice required to hold any general meeting of the Association is fourteen clear days from the date on which the notice is deemed to have been given. The Secretary shall issue the notice for any general meeting however called.

10.2 A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

10.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

10.4 The notice must be given to all the members and to the Directors.

11. **Quorum.**

11.1 No business shall be conducted at any general meeting unless a quorum is present.

11.2 A quorum is five members entitled to vote upon the business to be conducted at the meeting; or one tenth of the membership at the time which ever is the greater.

11.3 The authorised representative of a member organisation shall be counted in the quorum.

11.4 If a quorum is not present within half an hour from the time appointed for the meeting; or during the meeting a quorum ceases to be present by deliberate action, the meeting shall be adjourned to such time and place as the Directors shall determine.

11.5 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

11.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at the time shall constitute the quorum for that meeting.

12. **Chair.**

12.1. General meetings shall be chaired by the person who has been elected as Chair.

12.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.

12.3 If there is only one Director present and willing to act, he or she shall chair the meeting.

12.4 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote shall choose one of their number to chair the meeting.

13. **Adjournments.**

- 13.1 The members present at a meeting may resolve that the meeting shall be adjourned.
- 13.2 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 13.3 No business shall be conducted at an adjourned meeting unless it could properly have been concluded at the meeting had the adjournment not taken place.
- 13.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven days' clear notice shall be given of the reconvened meeting stating the date time and place of the meeting.

14. **Votes.**

- 14.1. Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 14.2. A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies by or on behalf of one or more members.

15. **Office Holders and Directors.**

- 15.1 The Association and its property shall be managed and administered by a committee comprising the Office Holders and other members elected in accordance with this constitution. The Office Holders and other members of the committee shall be the Directors of the Association and in this constitution are together called "the Directors".
- 15.2 The Association shall have the following Office Holders:
A Chair, a Secretary and a Treasurer.
- 15.3 A Director must be a member of the Association.
- 15.4 No one may be appointed a Director if he or she is disqualified from acting under the provisions of Clause 18.
- 15.5 The number of Directors shall not be less than three but (unless otherwise determined by a resolution of the Association in general meeting) shall not be greater than eight.
- 15.6 The first Directors (including Office Holders) shall be those persons elected at the meeting at which this constitution is adopted.
- 15.7 A Director may not appoint anyone to act on his or her behalf at meetings of the Directors.

16. **The Appointment of Directors.**

- 16.1 The Association in general meeting shall elect the Office Holders and the other Directors.
- 16.2 The Directors may appoint any person who is willing to act as a Director. Subject to paragraph 16.6 of this clause, they may appoint Directors to act as Office Holders.
- 16.3 Each of the Directors shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- 16.4 No-one may be elected a Director or an Office Holder at any annual general meeting

unless prior to the meeting the Association is given notice, signed by a member entitled to vote at the meeting, that states the member's intention to propose the appointment of a person as a Director or as an Office Holder and is countersigned by the person who is to be proposed to show his or her willingness to be appointed.

- 16.5 The appointment of a Director, whether by the Association in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed in accordance with this constitution as the maximum number of Directors.
- 16.6 The Directors may not appoint a person to be an Office Holder if a person has already been elected or appointed to that office and has not vacated the office.

17. **Powers of Directors.**

- 17.1 The Directors must manage the business of the Association and they have the following powers in order to further the Objects (but not for any other purpose):
 - 17.1.1 to raise funds; to take on lease or hire or otherwise acquire any property and to maintain and equip it for use; likewise to dispose of all or any part of the property belonging to the Association; to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed.
 - 17.2 to co-operate with other associations, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 17.3 to procure on sound commercial terms Office Holder and Directors Indemnity Insurance and to charge the premium paid and credit any claim monies received to the account of the Association;
 - 17.4 to hire or employ staff for administrative activities if necessary;
 - 17.5 to co-opt specialists to give advice and attend meetings of the Association and/ or the Directors. Co-opted specialists shall have no vote at any meeting except as of right in any other capacity
 - 17.6 to establish or support any associations or institutions formed for any of the purposes included in the Objects;

18. **Disqualification and Removal of Directors.**

A Director shall cease to hold office if he or she:

- 18.1 ceases to be a member of the Association;
- 18.2 is disqualified by due process of law as a company director or a trustee or any other similar office;
- 18.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 18.4 resigns as a Director by notice to the Association (but only if at least three Directors remain in office when the notice of resignation is to take effect. In these circumstances the remaining Directors shall call a special general meeting); or
- 18.5 is absent without good cause or permission of the Directors from all meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

19. **Proceedings of the Directors.**

- 19.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 19.2 Any Director may call a meeting of the Directors.
- 19.3 The Secretary must call a meeting of the Directors if requested by a Director.
- 19.4 Questions arising at a meeting must be decided by a majority vote.
- 19.5 In the case of an equality of votes, who chairs the meeting shall have a second or casting vote.
- 19.6 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- 19.7 The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
- 19.8 A Director shall not be counted in the quorum present when any decision is made about a matter in which that Director has a prejudicial interest and therefore upon which that Director is not entitled to vote.
- 19.9 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 19.10 The person elected as the Chair shall chair meetings of the Directors.
- 19.11 If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 19.12 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Directors.
- 19.13 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of the Directors duly convened and held.
- 19.14 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more of the Directors.

20. **Delegation.**

- 20.1 The Directors may decide the powers and duties of the Office Holders and delegate to them such of their powers and/or functions that are necessary for the proper execution of those offices. The terms of any such delegation must be recorded in the minute book.
- 20.2 The Directors may delegate any of their powers or functions, other than those delegated to the Office Holders, to a committee of two or more Directors but the terms of any such delegation must be recorded in the minute book.
- 20.3 The Directors may impose conditions when delegating, including the conditions that: the relevant powers are to be exercised exclusively by the committee to whom they delegate, and no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Directors.
- 20.4 The Directors may revoke or alter a delegation.
- 20.5 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

21. **Irregularities in Proceedings.**

- 21.1 Subject to sub-clause 21.2, all acts done by a meeting of the Directors, or of a committee of the Directors, shall be valid notwithstanding the participation in any vote of a Director, who was disqualified from holding office or who had previously retired or who had been obliged by the constitution to vacate office, or who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if without the vote of that Director, and that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting.
- 21.2 Sub-clause 21.1 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of the Directors if the resolution would otherwise have been void.
- 21.3 No resolution or act of: the Directors; any committee of the Directors; the Association in general meeting shall be invalidated by reason of the failure to give notice to any Director or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries Association.

22. **Minutes.**

The Directors must keep minutes of all:

- 22.1 appointments of Office Holders and Directors made by the Directors;
- 22.2 proceedings at meetings of the Association;
- 22.3 meetings of the Directors and committee of the Directors including:
the names of the Directors present at the meetings;
the decisions made at the meetings; and
where appropriate the reasons for the decisions.

23. **Annual Report and Accounts.**

- 23.1 The Directors must comply with any obligations laid down by law, or if no such statutory obligation exists to comply either with the general requirements of Companies legislation or Charities [Charities Act 1993] legislation, with regard to:
- 23.1.1 the keeping of accounting records for the Association;
- 23.1.2 the preparation of annual statements of account for the Association;
- 23.1.3 the preparation of an annual report for the Association: and
- 23.1.4 to issue to all members on the register of members at least one week prior to the date of the notice calling the annual general meeting the annual report and accounts.
- 23.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice relevant to the statutory provisions to be followed.
- 23.3 The Directors must comply with the requirements for independent auditing of the statements of account for the Association in accordance with the statutory provisions to be followed.

24. **Notices.**

- 24.1 Any notice required by this constitution to be given to or by any person must be: in

- writing; or given using electronic communications.
- 24.2 Notice may be given to a member either: personally; or by sending it by post in a prepaid envelope addressed to the member at his or her address; or by leaving it at the address of the member; or by giving it using electronic communications to the member's address.
- 24.3 A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- 24.4 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 24.5.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 24.5.2 Proof that a notice contained in electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
- 24.5.3 A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of electronic communication, 48 hours after it was sent.

25. **Rules.**

- 25.1 The Directors may from time to time make rules or bye-laws for the conduct of the business of the Association.
- 25.2 The Association in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- 25.3 the Directors must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of the members of the Association.
- 25.4 The rules or bye-laws shall be binding on all members of the Association. No rule or bye-law shall be inconsistent with, or shall effect or repeal anything contained in, this constitution.

