



# CHARITY INVESTORS' GROUP

THE FORUM FOR INVESTMENT DEBATE

## **DRAFT Constitution**

adopted on the 26<sup>th</sup> June 2017 .

### **A Name of association**

A1. The name of the association is

The Charity Investors Group ('the association')

---

A2. The Charity Investors Group is an unincorporated association.

### **B Administration**

B1. The association will be managed in accordance with this constitution by the members of the committee, as provided by clause F ('the committee').

### **C Aims**

C1. The association's aims ('the aims') are to promote good governance in, and understanding of, charity investment. We will do this by:

C1.1 providing a recognised forum for those involved in the investment of charitable funds to discuss investment related matters of common interest. The association sponsors up to four presentations a year on topical subjects of interest to both investing charities and fund managers;

C1.2 providing a focus for consultation on charity investment issues for the Charity Commission, OSCR and the CCNI and other regulatory and statutory bodies;

C1.3 making representations to the Charity Commission and other government departments on behalf of investing charities and fund managers;

C1.4 providing a link between key representative groups involved in charity investments, including the Charity Finance Group, the Association of Charitable Foundations, and other umbrella groups, charities, fund managers, advisers, solicitors, auditors, the Charity Commission and other regulatory and statutory bodies;

C1.5 promoting the establishment by charities of relevant and clearly defined investment policies.

### **D Powers**

D1. The committee has the power to do anything to promote the aims, provided that it complies with all relevant laws, including, but not limited to:

D1.1 the power to invite and receive contributions;

D1.2 the power to set any membership subscription;

D1.3 the power to co-operate with other organisations which have identical or similar aims, and to exchange information and advice with them.

## **E Membership**

E1. Any corporation or unincorporated association (a 'member organisation') and any person 18 years or over (an 'individual member') is eligible to become a member of the association if:

E1.1 in the case of member organisations they are a charity or an organisation providing investment or other related services to charities;

E1.2 in the case of an individual member they have an interest in charity investment issues;

E1.3 they are interested in promoting the aims of the association;

E1.4 they have paid the association's joining subscription;

E1.5 they have provided their contact details including a valid email address; and

E1.6 their application has been accepted by the committee, which shall have the right to refuse membership or to close the association to new members from time to time.

E2. A register of members will be maintained by the secretary.

E3. Every individual or member organisation is entitled to attend meetings of the association, and to vote at general meetings.

E4. Each member, whether they are an individual or an organisation, has one vote. Each member organisation is entitled to send one individual to represent it at meetings and to vote on its behalf at general meetings of the association.

E5. Member organisations can change their chosen representative at any time at their discretion but their membership may not be transferred to another organisation. Individual membership is also not transferable.

E6. Membership will expire if the member's email address is no longer valid but will be reinstated on request.

E7. The committee can end the membership of a member organisation or an individual member at its discretion at any time.

## **F The committee**

F1. The committee will be made up of not less than six members nor more than ten members. These will comprise:

F1.1 not less than three and not more than five 'investment members'. An investment member usually works for an investment organisation;

F1.2 not less than three and not more than five 'charity members'. A charity member usually works for a charity in a financial, investment or policy role or is a trustee or committee member overseeing investments for a charity. This member would not normally qualify to be an investment member.

F2. Committee members are elected at general meetings.

F3. Any association member may nominate themselves for election to the committee by applying to the secretary in writing, including a brief election manifesto to aid the member choice. The secretary of the committee will contact members inviting nominations, and giving a deadline, at least 14 days before the announcement of a general meeting. Election will be by ballot only if the number of nominations for charity members exceeds the number of vacancies for charity members, or if the number of nominations for investment members exceeds the number of vacancies for investment members.

F4. Committee members will retire from office at the third regular general meeting after they were last elected. They may stand for re-election, but will be required to outline the contribution that they have made over their term, and their attendance record may be shared with the membership.

F5. The proceedings of the committee are not invalidated by:  
F4.1 any vacancy in the committee;  
F4.2 any failure to appoint a member; or  
F4.3 any defect in the appointment or qualification of a member.

F6. The Charity Finance Group and the Association of Charitable Foundations shall each have the right to nominate a representative to attend committee meetings as an observer.

## **G Honorary officers**

G1. The committee members will annually elect from among themselves a chair.

G2. The committee will appoint a secretary, who will not be a member of the committee but who will attend committee meetings.

G3. The committee appoint a treasurer, who may or may not be a member of the committee but who will attend committee meetings.

G4. The committee has the right to award the title of 'Patron' to those who have made a significant contribution to the group over the years. Patrons are not members of the committee and have no rights beyond those which they may have as a member of the association.

## **H Termination of membership of the committee**

H1. A member will no longer be a member of the committee if he or she:  
H1.1 would be disqualified for any reason from acting as a charity trustee under the Charity Commission rules;  
H1.2 in the view of the committee acts in a way that could bring the organisation into disrepute;  
H1.3 is absent from four consecutive committee meetings, and the committee resolves that his or her office be vacated; or  
H1.4 notifies the committee that he or she wishes to resign.

H2. The committee may require a member to stand down during their elected term in the event of an investment member changing organisation or organisations merging so that there are not two representatives on the committee from the same investment organisation. This will be considered on a case by case basis.

## **I Committee members and personal interest**

I1. Committee members agree to act in the best interests of the association and not to promote their own personal interests or those of their organisations.

I2. Except in keeping with sub-clauses I3 and I4, no member of the committee may have any interest in assets belonging to the association or receive payment from the association.

I3. A member of the committee may be reimbursed for any reasonable out-of-pocket expenses incurred on behalf of the association.

I4. A member of the committee may charge and be paid for professional, trade or other services provided by them or their organisations when instructed by the committee. At no time may a majority of the committee members benefit under this provision. Members of the committee must withdraw from any meeting discussing their own instruction or remuneration, or that of their organisations.

## **J Meetings and proceedings of the committee**

J1. The committee will hold at least two meetings each year. A meeting may be called at any time by the chair or by any two members of the committee. The other committee members must be notified of the matters to be discussed at least four days before the meeting.

J2. The chair will chair meetings of the committee. If the chair is absent, the attending members of the committee will choose one member to be chair of the meeting before any other business is done.

J3. At least six members of the committee must be present for decisions to be taken on key strategic or constitutional issues.

J4. Every matter will be decided by a majority of votes of the attending committee members. In the case of equality of votes, the chair of the meeting will have a second (casting) vote.

J5. The secretary will keep minutes of meetings of the committee and any sub-committee, and make these available to members of the association on request.

J6. The committee may appoint sub-committees of at least two 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 committee.

## **K Receipts and expenditure**

K1. The funds of the association, including all donations, contributions and bequests, will be paid into an account operated by the committee in the name of the association, at a bank chosen by the committee. All cheques drawn on the account must be signed by, or all electronic payments authorised by, at least two members of the committee.

K2. The funds belonging to the association will be used to further the aims.

## **L Accounts**

L1. The committee will:

- L1.1 ensure that records are kept of the association's income, expenditure and accounts;
- L1.2 prepare the association's annual statements of account;
- L1.3 produce a short annual report to members.

## **M Meetings of members**

M1. The committee will aim to hold a regular general meeting of members approximately every 12 months. The committee will present to each regular general meeting the report and accounts of the association for the preceding year. Regular general meetings will include a review of the period since the last regular general meeting; a report on the association's financial position; and an update on the composition of the committee.

M2. The committee may in addition call additional ad hoc general meetings if there is non-routine business requiring members' approval.

M3. The secretary must notify the members of the association, at least 14 days before a general meeting, of the location and timing of the meeting, and of the business to be discussed at the meeting.

M4. General meetings will be chaired by the chair of the committee or, if he or she is not present, the committee will appoint an alternate chair for the meeting.

## **N Procedure at general meetings**

N1. The secretary, or another person appointed by the committee, will keep a full record of proceedings at every general meeting of the association.

N2. At least one-tenth of the current members of the association, but never less than ten, must be present at any general meeting for it to be valid.

N3. Voting will be by a show of hands by members at the meeting.

## **O Decisions between general meetings**

O1. In the event that a decision needs to be taken by the members between general meetings, the committee may request the consent of members to a resolution by email.

O2. For any such resolution to be passed:

O2.1 a majority of votes cast must be in favour; and

O2.2 at least one-tenth of the current members of the association, and never less than ten, must vote.

O2.3 in the event of a tied vote, the Chair will have a casting vote.

## **P Notices**

P1. Any required notice will be served on association members by email. The secretary or the committee will serve notice to any member by email addressed to the member at his or her last known email address. A notice shall be deemed to be given 48 hours after the electronic communication was sent.

## **R Alterations to the constitution**

R1. 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.

## **S Dissolution**

S1. If the committee decides that it is necessary or advisable to dissolve the association, it will call a meeting of all association members.

S2. Notice (stating the terms of the proposed dissolution) must be given at least 21 days before the meeting.

S3. If the proposal is approved by two-thirds of those present and voting, the committee will have the power to realise any assets held by or on behalf of the association.

S4. Any assets remaining after all proper debts and liabilities are paid will be transferred to the Charity Finance Group, or one or more other organisations with identical or similar aims, as decided by the committee members. If no such organisation can be found, the assets will be applied for some other charitable purpose.

S5. A copy of the statement of account for the final accounting period of the association must be provided to the members.