

DRAFT REVISIONS FOR COMMENT BY MEMBERS

1. Name

The name of the Charitable Incorporated Organisation is:
Institute of Refrigeration (“the Institute”)

2. National location of principal office

The principal office of the Institute is in England.

3. Objects

The objects of the Institute are:

- a) The general advancement of refrigeration in all its applications, in relation both to the perfection of its methods, and to the extension of its services to the community.
- b) To promote means for communication between members and their interchange of views.
- c) To encourage invention and research in all matters relating to the science and practice of refrigeration.
- d) To promote a sustainable approach to all aspects of refrigeration system design and operation
- e) To co-operate with educational institutions for the furtherance of education in the science and practice of refrigeration.
- f) To hold meetings of the Institute for reading and discussing papers dealing with refrigeration and allied subjects.
- g) To publish and distribute the proceedings or reports of the Institute.
- h) To do all other things, incidental or conducive to the attainment of the above objects or any of them.

Nothing in this constitution shall authorise an application of the property of the Institute for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008. For the avoidance of doubt the system of law governing the constitution of the charity is the law of England and Wales.

4. Powers

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

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Institute must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the Institute. In exercising this power, the Institute must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the Institute. The Institute 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;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Institute to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

(1) The income and property of the Institute must be applied solely towards the promotion of the objects.

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

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

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

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

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

(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

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the Institute on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Institute;
- (c) be employed by, or receive any remuneration from, the Institute;
- (d) receive any other financial benefit from the Institute;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

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

(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 Institute 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 (3) of this clause a charity trustee or connected person may provide the Institute with goods that are not supplied in connection with services provided to the Institute by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the Institute 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 Institute. 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 Institute on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The Institute and its charity trustees may only rely upon the authority provided by sub-clause (2) (c) of this clause 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 Institute 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 Institute 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 **them** with regard to the supply of goods to the Institute.
- (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.

(4) In sub-clauses (2) and (3) of this clause:

- (a) “the Institute” includes any company in which the Institute:
 - (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;
- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which **they have in** a proposed transaction or arrangement with the Institute or in any transaction or arrangement entered into by the Institute which has not previously been declared; and
- (2) absent **themselves** from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between **their** duty to act solely in the interests of the Institute and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting **themselves** 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 Institute if it is wound up

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

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9. Membership of the Institute

(1) Admission of new members

(a) Eligibility

Membership of the Institute is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated **their** agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A member may be an individual person only and not a corporate or unincorporated body.

(b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, normally notify the applicant of their decision within 21 days;
- (iii) may refuse an application for membership if they believe that it is in the best interests of the Institute for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the Institute cannot be transferred to anyone else.

(3) Duty of members

It is the duty of each member of the Institute to exercise **their** powers as a member of the Institute in the way **they decide** in good faith would be most likely to further the purposes of the Institute.

(4) Termination of membership

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

- (i) the member dies; or
- (ii) the member sends a notice of resignation to the charity trustees; or
- (iii) any sum of money owed by the member to the Institute is not paid in full within six months of its falling due; or
- (iv) the charity trustees decide that it is in the best interests of the Institute that the member in question should be removed from membership, and pass a resolution to that effect.

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

- (i) inform the member of the reasons why it is proposed to remove **them** from membership;
- (ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why **they** 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 to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

The Institute requires members to pay reasonable membership fees to the Institute.

[Further details relating to membership fees are included in the “*Rules of the Institute of Refrigeration*”]

(6) Non-voting membership

(a) The charity trustees may create grades of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

(b) Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. Members’ decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the Institute may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause. **In all cases the voting procedure for votes cast by email or other electronic process must require a reference (which may be a membership number and name) which allows the vote to be authenticated.**

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the Institute 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.

(3) Taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause (4) of this clause, 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, by a statement of their identity accompanying the document, or in such other manner as the Institute 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 Institute 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 Institute may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees 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 (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

(a) Any decision to remove a trustee must be taken in accordance with clause [15]

(b) Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the Institute must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Institute to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

In this Constitution the expression 'meeting' includes one of the following or a mixture thereof, except where inconsistent with any legal obligation:

(a) a physical meeting

(b) a video conference, webinar, an internet video facility or similar electronic method allowing simultaneous visual and audio participation

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the Institute. The first AGM must be held within 18 months of the registration of the Institute, 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, and must elect trustees as required under clause [13].

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

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

(2) Calling general meetings

(a) The charity trustees:

(i) must call the annual general meeting of the members of the Institute in accordance with sub-clause (1) of this clause, 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 Institute if:

- (i) they receive a request to do so from at least 10% of the members of the Institute; 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 Institute for more than 12 months, then sub-clause (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 Institute 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 Institute 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 Institute shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The charity trustees, or, as the case may be, the relevant members of the Institute, must give at least 28 clear days' notice of any general meeting to all of the members.
- (b) Any member having a motion to bring forward at a general meeting shall give notice of the same in writing or by email on a form provided by the Institute for that purpose at least 14 days prior to the meeting. A motion may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious. Motions submitted in this way will be voted on by those attending the AGM in person or online.
- (c) If it is agreed by not less than 90% of all members of the Institute, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause 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.
- (d) 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 Institute 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 [22] (Use of electronic communication), details of where the information may be found on the Institute's website.

(e) Proof that an envelope containing a notice was properly addressed, prepaid 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.

(f) 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 Institute.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause [19(2)] (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. If that person is not present or is not willing to take the chair then they may delegate the chair to one of the charity trustees. If this is not done then the members of the Institute who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

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

(b) Subject to the following provisions, the quorum for general meetings shall be the greater of 1% or 15 members.

(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 Institute'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.

(6) Voting at general meetings

(a) Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting including proxy, postal and electronic votes. 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 five 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.

(7) Proxy voting

(a) Any member of the Institute may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the Institute. Proxies must be appointed by a notice in writing (a "proxy notice") which:

(i) states the name and address of the member appointing the proxy;

(ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Institute may determine; and

(iv) is delivered to the Institute in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) The Institute may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Institute by or on behalf of that member.

(f) An appointment under a proxy notice may be revoked by delivering to the Institute a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

(g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

(8) Postal, Electronic and Email Voting in ordinary resolutions of the AGM

(a) The Institute may, if the charity trustees so decide, allow the members to vote by post or electronic/web based mail ("email") to make a decision on any matter that is being decided at a general meeting of the members.

(b) The Institute must send to members of the Institute not less than 21 days before the deadline for receipt of votes cast in this way:

(i) a notice by email, if the member has agreed to receive notices in this way under clause [22] (Use of electronic communications), including an explanation

of the purpose of the vote and the voting procedure to be followed by the member and details of the resolution being put to a vote.

(ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote.

(c) The voting procedure for votes cast by email must require a reference which allows the vote to be authenticated in the manner specified in the voting procedure.

(d) Email votes must be returned to an email address or web site used only for this purpose.

(e) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and **will** not be counted.

(f) A list of names of members casting valid votes, and a separate list of members' casting votes which were invalid must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which **they have** already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

(g) Votes cast by post or email must be counted before the meeting at which the vote is to be taken and written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid must be provided to the person chairing the meeting.

(h) The person chairing the meeting must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the person chairing the meeting declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(i) Following the final declaration of the result of the vote, the Institute must retain evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

(j) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and a person or corporate body independent of the Institute. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

(9) Postal, Electronic and Email Voting for election of charity trustees and President Elect

(a) The Institute may, if the charity trustees so decide, allow the members to vote by post or electronic/web based mail ("email") to elect charity trustees and the President Elect.

(b) The Institute must send to members of the Institute not less than 21 days before the deadline for receipt of votes cast:

(i) a notice by email, if the member has agreed to receive notices in this way under clause [22] (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member and containing details of the candidates for election.

(ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the candidates for election.

(c) The charity trustees must appoint an independent corporate body to serve as scrutineer to supervise the conduct of the ballot and the counting of votes.

(e) The voting procedure for votes cast by email must require a reference which allows the vote to be authenticated.

(f) Email votes must be returned to an email address or web site used only for this purpose and must be accessed only by a scrutineer.

(g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted. The closing date of the voting shall be at least 1 week prior to the date of the election.

(j) Votes cast by post or email must be counted by the scrutineers at least one week before the meeting at which the election to be held. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

(k) The person chairing the meeting will not declare the result of the valid votes received until the general meeting.

(l) Following the final declaration of the result of the vote, the scrutineer must retain on behalf of the charity evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

(m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and a person or corporate body independent of the Institute. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

(10) 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**. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the Institute and may for that purpose exercise all the powers of the Institute. It is the duty of each charity trustee:

(a) to exercise their powers and to perform their functions as a trustee of the Institute in the way they decide in good faith would be most likely to further the purposes of the Institute; and

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(i) any special knowledge or experience that they have or hold themselves out as having; and

(ii) if they act as a charity trustee of the Institute in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

(a) Every charity trustee must be a natural person.

(b) Every charity trustee must be a member of the Institute throughout the term of their trusteeship

(c) No one may be appointed as a charity trustee:

- if they are under the age of 16 years; or
- if they would automatically cease to hold office under the provisions of clause [15(1)(f)].

(d) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee, confirmed by the return of a signed copy of the IOR Code of Conduct for Trustees.

(3) Number of charity trustees

(a) There should be not less than five nor more than nine elected trustees; including one President, one Immediate Past President and one President Elect if appointed. There should be in addition one ex officio trustee.

(b) There must be at least six charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(c) The maximum number of charity trustees that can be appointed is as provided in sub clause (a) of this clause. No trustee appointment may be made in excess of these provisions.

(4) First charity trustees

The first charity trustees of the Institute are –

Dr Graeme Gregory Maidment F Inst R (Immediate Past President)

Mr Stephen Gill F Inst R (President)

Mr Robert Arthur F Inst R

Mr Roger Douglas Borer F Inst R (Hon Treasurer)

Mr David Bostock F Inst R

Mr Kevin Philip Glass F Inst R

Mr Matthew Morton F Inst R

Mr Mike Nankivell F Inst R

Mr Christopher Mark Vallis F Inst R

13. Appointment of charity trustees

(1) Elected charity trustees

- (a) At every annual general meeting of the members of the Institute one-third of the elected charity trustees, excluding those included in clauses [13(2), 13(3) and 13(4)], shall retire from office. If the number of elected charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, **they** shall retire;
- (b) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (c) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (e) of this clause;
- (d) The charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause [15] (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause [12(3)] on the number of charity trustees would not as a result be exceeded;
- (e) A person so appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of **their** appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

(2) Election of President Elect

During the year preceding the end of the President's term of office the charity trustees shall propose for election by the members a minimum of one candidate for the post of President Elect. The members may propose additional candidates for the post of President-Elect. Details of the election process shall be as specified in the "*Rules of the Institute of Refrigeration*". Upon election the President Elect shall be appointed as a charity trustee of the Institute.

(3) Appointment of President

At the end of the incumbent President's term of office the charity trustees shall appoint a President (who shall normally be the previously elected President Elect) whose function shall be to chair the meetings of the charity trustees in accordance with clause [19(2)] and who shall also become a charity trustee of the Institute. The President shall be appointed for a maximum term of three years. **The President may from time to time choose to appoint a Deputy from among the elected trustees to act on their behalf in the fulfilment of their duties.**

(4) Appointment of Immediate Past President

After the term of office of the President has concluded they shall remain as a charity trustee and designated Immediate Past President until such time as the subsequent President retires.

(5) Honorary Treasurer

The charity trustees shall appoint from the membership an **Honorary** Treasurer for the time being ("the office holder") who shall automatically, by virtue of holding that office ("ex officio"), be a charity trustee.

If unwilling to act as a charity trustee, the office holder may:

- (a) before accepting appointment as a charity trustee, give notice in writing to the trustees of **their** unwillingness to act in that capacity; or

(b) after accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement and removal of charity trustees).

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

The **Honorary** Treasurer appointment shall be reviewed annually by the charity trustees.

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14. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before **their** first appointment:

- (a) a copy of this constitution and any amendments made to it;
- (b) a copy of the Institute's latest trustees' annual report and statement of accounts;
- (c) relevant Guidance from the Charity Commission; and
- (d) a Declaration of any Conflicts of Interest

15. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if **they**:

- (a) **retire or resign** by notifying the Institute in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) **are** absent without the permission of the charity trustees from all their meetings held within a period of 12 months and the trustees resolve that **their** office be vacated;
- (c) **die**;
- (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, **have** become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) **are** removed by the members of the Institute or charity trustees in accordance with sub-clause (2) **or (3)** of this clause; or
- (f) **are** disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause [11], and the resolution is passed by a two-thirds majority of votes cast at the meeting including proxy, postal and electronic votes.

(3) A charity trustee shall be removed from office if, after the disciplinary and appeal process has been completed, it has been established that they have breached the Code of Professional Conduct for IOR members or IOR Code of Conduct for Trustees and a resolution to remove that trustee is passed by a two-thirds majority of votes cast at a duly constituted meeting of the charity trustees.

(4) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Institute.

16. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the Institute is eligible for reappointment. The retiring trustees shall not become eligible for re-election for a period of one year from the date of their retirement.

17. Taking of decisions by charity trustees

Any decision may be taken either:

- at a meeting of the charity trustees; or

- by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

18. Delegation by charity trustees

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements -

(a) a committee may be composed of charity trustees alone, or of one or more charity trustees and members;

(b) the Chairpersons of all such committees shall be appointed by the charity trustees for a three year term. Chairpersons can stand for re-appointment by the charity trustees after their three year term;

The charity trustees alone shall have the power to remove a Chairperson

(c) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

(d) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

(3) The charity trustees may authorise the formation of branches of the Institute, the governance of which shall be subject to the approval of the charity trustees.

(4) The charity trustees shall have power to invite Chairpersons of the Institute Committees and Branches to attend meetings, in cases where such persons are not already charity trustees. The Chairperson of an Institute Committee may also request an invite if they wish to discuss business of their own Committee that they consider to be of strategic importance to the Institute.

19. Meetings and proceedings of charity trustees

(1) Calling meetings

(a) Any charity trustee may call a meeting of the charity trustees.

(b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

Meetings of the charity trustees will normally be chaired by the President. If the President is not available or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is five charity trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the chair shall have a second or casting vote.

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(4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- 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 charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon **them** by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

(1) The Institute shall execute documents by signature.

(2) A document is validly executed by signature if it is signed by at least two of the charity trustees or their nominated representative(s).

22. Use of electronic communications

(1) General

The Institute 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 Commission in a particular form or manner.

(2) To the Institute

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

(3) By the Institute

- (a) Any member or charity trustee of the Institute, by providing the Institute with **their** email address or similar, is taken to have agreed to receive communications from the

Institute in electronic form at that address, unless the member has indicated to the Institute **their** 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 11(3) (Notice of general meetings);

(ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); and

(iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the Institute's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing), or the provisions for postal voting clause 11(8).

(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;

(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.

23. Keeping of Registers

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

24. Minutes

The charity trustees must keep minutes of all:

- (1) appointments made by the charity trustees;
- (2) proceedings at general meetings of the Institute;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings

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

(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 accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Institute, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Institute entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Institute, 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 Institute on request.

27. Disputes

If a dispute arises between members of the Institute 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.

28. Amendment of constitution

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

(1) This constitution can only be amended:

- (a) by resolution agreed in writing by all members of the Institute; or
- (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Institute.

(2) Any alteration of clause 3 (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Institute or persons connected with them, requires the prior written consent of the Charity Commission.

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

(4) A copy of any resolution altering the constitution, together with a copy of the Institute's constitution as amended, must be sent to the 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.

29. Voluntary winding up or dissolution

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

(a) at a general meeting of the members of the Institute called in accordance with clause [11] (Meetings of Members), 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 Institute.

(2) Subject to the payment of all the Institute's debts:

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

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

(3) The Institute must observe the requirements of the Dissolution Regulations in applying to the Commission for the Institute to be removed from the Register of Charities, and in particular:

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

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

(ii) a declaration by the charity trustees that any debts and other liabilities of the Institute 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 Institute 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 Institute, and to any charity trustee of the Institute who was not privy to the application.

(4) If the Institute is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“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 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 apply for the purposes of interpreting the terms used in this constitution.

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

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

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

“**charity trustee**” means a charity trustee of the Institute.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.

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