

# CONSTITUTION

## African Association for the Study of Religions

*This Constitution was adopted as part of the registration of AASR as a Charitable Incorporated Organisation (CIO) with the Charity Commission for England and Wales, which took effect on 15 January 2024 (<https://register-of-charities.charitycommission.gov.uk/charity-search/-/charity-details/5227806/charity-overview>). It was approved by the AASR Membership at a special General Meeting on 14 March 2023. This Constitution replaces the previous 2019 Constitution, a copy of which can be found in the [AASR Archive](#).*

### 1. Name

The name of the Charitable Incorporated Organisation ("the CIO", henceforth "the Association") is African Association for the Study of Religions (AASR).

### 2. National location of principal office

The principal office of the Association is in England.

### 3. Objectives

The objects of the Association are:

For the public benefit the advancement of education, specifically the promotion of excellence in the study of the religions of Africa and its diaspora worldwide and the promotion of research for the public benefit in all aspects of that subject, in the UK and internationally, by means of the arrangement of conferences, symposia and colloquia, the publication of an online journal, and other associated activities.

AASR will work towards this object in affiliation with, and as a regional member association, of, the International Association for the History of Religions (IAHR) but will at all times remain independent.

### 4. Powers

The Association has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the Association'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 Association 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 Association. In exercising this power, the Association 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 Association. The Association 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 Association 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 Association must be applied solely towards the promotion of the objects.
- (2) 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 CIO. This does not prevent a member who is not also a charity trustee receiving:
  - (a) a benefit from the Association as a beneficiary of the Association;
- (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 Association on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Association;
- (c) be employed by, or receive any remuneration from, the Association;
- (d) receive any other financial benefit from the Association;

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 for England and Wales ("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 Association as a beneficiary provided that it is available generally to the beneficiaries of the Association.
- (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 Association 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 Association with goods that are not supplied in connection with services provided to the Association by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the Association 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 Association. 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 Association on the same terms as members of the public.

### **(3) Payment for supply of goods only – controls**

The Association 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 Association 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 Association to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Association.
- (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 Association” includes any company in which the Association:
  - (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 he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared; and
- (2) absent himself or herself 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 Association and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **8. Liability of members to contribute to the assets of the Association if it is wound up**

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

## **9. Membership of the Association**

### **(1) Admission of new members**

#### **(a) Eligibility**

Membership of the Association is open to any individual with a graduate-level interest in the academic study of any religion(s) practiced on the African continent and/or its Diaspora, and who is interested in furthering the Association’s purposes, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

(b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) may refuse an application for membership if they believe that it is in the best interests of the Association for them to do so;
- (iii) 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
- (iv) 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 Association cannot be transferred to anyone else.

**(3) Duty of members**

It is the duty of each member of the Association to exercise their powers as a member of the Association in the way he or she decides in good faith would be most likely to further the purposes of the Association.

**(4) Membership fees**

The duty includes payment of an annual membership fee, the amount of which will be set by the trustees, taking into account geographical location and employment situation.

**(5) Termination of membership**

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

- (i) the member dies
- (ii) the member sends a notice of resignation to the charity trustees; or
- (iii) the membership fee, or any other sum of money owed by the member to the Association, is not paid in full within six months of its falling due; or
- (iv) the charity trustees decide that the member in question has acted against the objectives and processes of the Association and that it is in the best interests of the Association that the member in question should be removed from membership, and pass a resolution to that effect at the Association's general meeting.

(b) Before the Association can pass such a resolution, the trustees must:

- (i) inform the member of the reasons why it is proposed to remove him or her from membership;
- (ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he or she should not be removed from membership;
- (iii) consider at the general meeting any representations which the member makes as to why the member should not be removed.

**10. Members' decisions**

**(1) Taking ordinary decisions by vote**

Subject to sub-clause (2) of this clause, any decision of the members of the Association 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).

## **(2) Decisions that must be taken in a particular way**

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

(b) Any decision to wind up or dissolve the Association 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 Association to one or more other Associations must be taken in accordance with the provisions of the Charities Act 2011.

## **11. General meetings of members**

### **(1) Types of general meeting**

There must be an annual general meeting (AGM) of the members of the Association, in person or online. 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 according to the rules of the Charity Commission for England and Wales) and the trustees' annual report, and must elect trustees as required under clause [13].

Other general meetings of the members of the Association 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 Association 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 Association if:

- (i) they receive a request to do so from at least ten of the members of the Association; 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) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

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

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

(f) 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.

(g) 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.

(h) The Association 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 Association 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 Association, must give at least 14 clear days notice of any general meeting to all of the members.

(b) 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 Association is to be considered at the meeting, include the text of the proposed alteration;

(c) 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 Association.

### **(4) Chairing of general meetings**

A general meeting shall be chaired by the President of the Association, or in their absence by the Vice President, or in their absence by another member of the committee of trustees. Alternatively, the members of the Association who are present at a general meeting may 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 Association unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meetings shall be at least 10% of the members in good standing.

(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 [either be announced by the chair or] be notified to the Association'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 and postal 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 10% of the members present in person or by proxy at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

- (i) at the meeting at which it was demanded; or
- (ii) at some other time and place specified by the chair; or
- (iii) through the use of postal or electronic communications.

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

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

## **(7) Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **12. The Committee of trustees**

### **(1) Functions and duties of charity trustees**

The Association shall be served by a Committee of Trustees, chaired by a President. The members of the Committee of Trustees shall be the charity trustees of the Association. The charity trustees shall manage the affairs of the Association and may for that purpose exercise all the powers of the Association. It is the duty of each charity trustee:

(a) to exercise their powers and to perform their functions as a trustee of the Association in the way he or she decides in good faith would be most likely to further the purposes of the Association; 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 he or she has or holds himself or herself out as having; and
- (ii) if he or she acts as a charity trustee of the Association 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 and a member of the Association.

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

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

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.

### **(3) Number of charity trustees**

(a) There must be at least four charity trustees, in the offices of President, Vice-President, General Secretary and Treasurer (core offices). 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.

(b) Other trustees may be added as deemed necessary. The maximum number of charity trustees is 7. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

### **(4) First charity trustees**

The first charity trustees of the Association are –

Damaris S. Parsitau (President)

Abel Ugba (Vice-President)

Benson O. Igboin (General Secretary)

Adriaan van Klinken (Treasurer)

## **13. Appointment of charity trustees**

(1) Every five years, the entire Committee of Trustees steps down. A year before the end of their term, the Trustees appoint a Nominations Committee of AASR members who do not seek office themselves, and who are responsible for the process of the election of new trustees (at least the four core offices).

(2) The Nomination Committee will seek nominations from members and from the current trustees. It shall announce nominations for the next Committee of Trustees no later than four months before the elections. Nominated candidates should have confirmed their availability prior to this announcement.

(3) AASR members may nominate counter-candidates for particular offices until one month before the elections. Counter-nominations must be sent electronically to the AASR General Secretary. Each counter-nomination must be supported by electronic mail by at least three AASR members. They must also have ascertained that their nominee is willing to serve in the office for which they nominate her or him.



(4) At least three weeks before the election, the General Secretary will publicise to the membership the list of candidates proposed by the Nominations Committee and any counter-candidates that have been proposed.

(5) The elections shall be held at an AASR General Meeting and shall be supervised by the members of the Nominations Committee present. The voting process follows the procedure outlined in clause 11 (6).

(6) Non-core office holder trustees may be appointed by the Trustees for a particular task. Their term ends at the end of the five-year cycle of the Committee of Trustees.

(7) If a vacancy emerges within the cycle of five years, the Committee of Trustees may make an interim appointment and inform members about this. The term of these interim trustees ends at the end of the five-year cycle of the Committee of Trustees.

#### **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; and
- (b) a copy of the Association 's latest trustees' annual report and statement of accounts.

#### **15. Retirement and removal of charity trustees**

(1) A charity trustee ceases to hold office if he or she:

- (a) retires by notifying the Association 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) is absent without the permission of the charity trustees from three consecutive trustee meetings and the trustees resolve that their office be vacated;
  - (c) dies;
  - (d) in the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
  - (e) is removed by the members of the Association in accordance with sub-clause (2) of this clause; or
  - (f) is 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).
- (g) Has completed their five years term and is not re-appointed.

(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 majority of votes cast at the meeting.

(3) 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 Association.

#### **16. Reappointment of charity trustees**

Any person who retires as a charity trustee by rotation or by giving notice to the Association is eligible for reappointment. A trustee shall be eligible for one more term in the same office. They shall serve as a rule no more than three consecutive terms in different offices, but may be reappointed after an interval of at least three years.

#### **17. Taking of decisions by the Committee of trustees**

Any decision may be taken either:

- at a meeting of the Committee of trustees; or
- by resolution in writing or electronic form agreed by a majority of 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 which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
  - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
  - the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the Association at its principal office or such other place as the trustees may resolve [within 28 days of the circulation date].

#### **18. Meetings and proceedings of the Committee of trustees**

##### **(1) Calling meetings**

(a) Any charity trustee may call a meeting of the committee of 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**

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside 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 three charity trustees, , whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

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

##### **(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.

## **19. Execution of documents**

- (1) The Association shall execute documents by signature.
- (2) A document is validly executed by signature if it is signed by at least two of the trustees.

## **20. Use of electronic communications**

The Association 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.

## **21. Keeping of Registers**

The Association 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.

## **22. Minutes**

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the trustees;
- (2) proceedings at general meetings of the Association;
- (3) meetings of the charity trustees and committees of 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.

## **23. 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 Association, 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 Association entered on the Central Register of Charities.

## **24. 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 Association, 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 Association on request.

## **25. Disputes**

If a dispute arises between members of the Association 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.

## **26. 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 Association; or
- (b) by a resolution passed by a 65% majority of votes cast at a general meeting of the members of the Association.

(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 Association 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 Association'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.

## **27. Voluntary winding up or dissolution**

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

(a) at a general meeting of the members of the Association 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 Association.

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

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

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

(3) The Association must observe the requirements of the Dissolution Regulations in applying to the Commission for the Association 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 Association;
- (ii) a declaration by the charity trustees that any debts and other liabilities of the Association 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 Association 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 Association, and to any charity trustee of the Association who was not privy to the application.

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

## **28. 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 9, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the Association.

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

## **Appendix**

The following provisions do not form part of the 'Association' model constitution but are available as options under clauses 11 (General meetings of members) and 22 (Use of electronic communications).

For CIOs intending to include these powers in their constitutions, we recommend that you use the following wording. Notes on these clauses are included with the explanatory notes accompanying the clauses in the model.

### **General meetings of members**

#### **(7) Proxy voting**

(a) Any member of the Association 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 Association.

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 Association may determine; and
- (iv) is delivered to the Association in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) The Association 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 Association by or on behalf of that member.

(f) An appointment under a proxy notice may be revoked by delivering to the Association 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 Voting**

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

(b) The trustees must appoint at least two persons independent of the Association to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

(c) If postal and/or email voting is to be allowed on a matter, the Association must send to members of the Association 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 a voting form capable of being returned by email or post to the Association, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

(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, or of the candidates for election, as applicable.

(d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for African Association for the Study of Religions', at the Association's principal office or such other postal address as is specified in the voting procedure.

(e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(f) Email votes must be returned to an email address 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.

(h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a 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 he, she or it has 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.

(i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the

email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

(j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. 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 scrutineers 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 scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(l) Following the final declaration of the result of the vote, the scrutineers must provide to a trustee or other authorised person bundles containing the 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 trustees, to consist of two trustees and two persons independent of the Association. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

## **Use of electronic communications**

### **(2) To the Association**

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

### **(3) By the Association**

(a) Any member or trustee of the Association, by providing the Association with their email address or similar, is taken to have agreed to receive communications from the Association in electronic form at that address, unless the member has indicated to the Association their unwillingness to receive such communications in that form.

(b) The 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 trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); [and

(iii) submit any proposal to the members or trustees for decision by written resolution or postal vote in accordance with the Association's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing), or [[the provisions for postal voting] (if you have included this optional provision, please insert the correct clause number here)].

(c) The trustees must:



- (i) take reasonable steps to ensure that members and 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 trustee who has not consented to receive communications in electronic form.