

# **EYPUK CONSTITUTION**

**August 2012**

## **1. NAME**

- 1.1 The name of the Association is EUROPEAN YOUTH PARLIAMENT UNITED KINGDOM (EYPUK) (the "Association").

## **2. AIMS**

- 2.1 To educate young people around local, national and European issues by:

- a) Providing a forum for young people to express their opinion and to make their voices heard across Europe;
- b) Building new skills among young people, preparing them for their future; and
- c) Developing a strong sense of community and citizenship.

## **3. POWERS**

- 3.1 The Trustees must manage the business of the Association and have the following powers in order to further the Objects (but not for any other purpose):

- a) to employ and pay any person or persons to supervise, organise and carry on the work of the Association and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- b) to establish where necessary local branches (whether autonomous or not);
- c) to bring together in conference representatives of voluntary organisations, Government departments, statutory authorities, and individuals;
- d) to promote and carry out, or assist in promoting and carrying out research surveys and investigations and publish the useful results thereof;
- e) to arrange and provide, or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars, training courses, and other such events;
- f) to collect and publish information on all matters affecting the Objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- g) to undertake execute manage or assist any charitable trusts which may lawfully be undertaken executed managed or assisted by the Association;
- h) to cause to be written and printed, or otherwise reproduced and circulated gratuitously, all such printed or audio-visual materials that shall further the Objects;

- i) to buy, take on, lease, or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the Objects and construct maintain and alter any buildings or erections necessary for the work of the Association;
  - j) to make regulations for any property which may be so acquired.
  - k) to sell, lease or otherwise dispose of all or part of the property belonging to the Association. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
  - l) to borrow money and to charge the whole or any part of the property belonging to the Association as security for the repayment of the money borrowed. The Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993 if they intend to mortgage land;
  - m) to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise. In doing so, the Trustees must not undertake any substantial trading activity and must comply with any relevant statutory regulations;
  - n) to cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - o) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - p) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
  - q) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustees Act 2000; and
  - r) to do all such other lawful things as are necessary for the achievement of the Objects.
- 3.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 3.3 Any meeting of the Trustees at which a quorum is present at the time of the relevant decision is made may exercise all the powers exercisable by the Trustees.

#### **4. APPLICATION OF THE INCOME AND PROPERTY**

- 4.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 4.2 A Trustee may pay out of, or be reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.
- 4.3 None of the income or property of the Association may be paid or transferred directly or Indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent:
- a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Association;
  - b) a Trustee from:
    - i) buying goods or services from the Association upon the same terms as other members or members of the public;
    - ii) receiving a benefit from the Association in the capacity of a beneficiary of the Association, provided that the Trustees comply with the provisions of sub clause of 3.1 (j), or as a member of the Association and upon the same terms as other members;
  - c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Association but excluding:
    - i) fines;
    - ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
    - iii) liabilities to the Association that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Association or in respect of which the person concerned did not care whether that conduct was in the best interests of the Association or not.
- 4.4 No Trustee may be paid or receive any other benefit for being a Trustee.

## **5. ACCOUNTS**

- 5.1 The Trustees must comply with their obligations under the Charities Act 1993 and 2006 with regard to:
- a) The keeping of accounting records for the Association;
  - b) The preparation of annual statements of account for the Association;
  - c) The transmission of the statements of account to the Association;
  - d) The preparation of an annual report and its transmission to the Charity Commission of England and Wales ("the Commission");
  - e) The preparation of an annual return and its transmission to the Commission.
- 5.2 The Treasurer shall keep proper accounts of the finances of the Association.
- 5.3 The accounts shall be examined independently at least once a year as required by the Commission.
- 5.4 A statement of the accounts for the last financial year shall be submitted by the Board of Trustees ("the Board") to each Annual General Meeting.
- 5.5 A bank account shall be opened and maintained in the name of the Association with Barclays Bank plc, of East Sheen, 256 Upper Richmond Road West, London SW14 7JF or with such other bank as the Board of Trustees shall from time to time decide. The Board of Trustees shall authorise in writing the Treasurer, and two members of the Board of Trustees to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the three authorised signatories.
- 5.6 Other bank accounts than as referred to in Article 5.5 of this constitution may be Opened and maintained with Barclays Bank plc or with such bank as the Board of Trustees may from time to time decide.

## **6. TRUST PROPERTY**

- 6.1 The title to all real or personal property which may be acquired by or on behalf of the Association shall be vested in a corporation lawfully entitled to act as Custodian Trustee or in not less than 3 or more than 7 individual persons (not being members of the Board of Trustees).

## **7. AMENDMENTS**

- 7.1 The Association may amend any provision contained in this constitution provided that:
- a) no amendment may be made that would have the effect of making the Association cease to be a charity at law; and
  - b) a resolution to amend a provision of this constitution is passed by not less than two thirds of the Trustees; and
  - c) a resolution to amend a provision of this constitution is passed by not less than two thirds of the members present and voting at a general meeting specially called for that purpose.
- 7.2 A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

## **8. DISSOLUTION**

- 8.1 If the Board of Trustees by a simple majority decide at any time that it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, of which meeting not less than 21 days' notice (stating the terms of the Resolution to be proposed) shall be given.
- 8.2 The Trustees must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association.
- 8.3 The Trustees must apply any remaining property or money
- a) directly for the Objects;
  - b) by transfer to any charity or charities for purposes the same as or similar to the Association;
  - c) in such other manner as the Commission may approve in writing in advance.
- 8.4 The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Trustees are to apply the remaining property or assets of the Association and the Trustees must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in sub-clause (3) above.
- 8.5 In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity).
- 8.6 The Trustees must notify the Commission promptly that the Association has been dissolved. If the Trustees are obliged to send the Association's accounts to the

Commission for the accounting period which ended before its dissolution, they must send the Commission the Association's final accounts.

## **9. MEMBERSHIP**

- 9.1 Full membership of the Association shall be open to:
- a) Individuals of 16 years and over who have represented the United Kingdom at an event of the European Youth Parliament in the United Kingdom or overseas.
  - b) Individuals of 16 years and over who have taken part in an event of the European Youth Parliament and are studying or working or have studied or have worked in the United Kingdom.
  - c) Schools who have participated in EYPUK events, and
  - d) Representatives of national, international and local, organisations, whether corporate or unincorporated, which are interested in furthering the work of the Association.
- 9.2 Each member organisation 9.1 (C and D) shall appoint one individual person to represent it and vote on its behalf at General Meetings of the association. In the event of such individual person resigning or otherwise leaving an organisation he or she shall forthwith cease to be a representative.
- 9.3 Each member organisation may appoint a deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Association.
- 9.4 The Board of Trustees shall have the right:
- a) To approve or reject applications for membership, and
  - b) To terminate membership, when in its opinion it would not be in the interests of the organisation for the individual to remain a member. The Trustees will refer to the expulsion and other disciplinary policy and procedure (attached at annex 1) will bind this procedure.
  - c) To take disciplinary action, when in its opinion action would be required for the best interests of the organisation, the expulsion and other disciplinary action policy and procedure will bind this procedure.
- 9.5 The Board of Trustees shall keep a register of names and addresses of the members which must be made available to any member upon request.
- 9.6 Membership is terminated if;

- a) the member has not participated in an event organised by the Association for more than two years.
- b) the member dies, ceases to be of sound mind or if it is an organisation, it ceases to exist.
- c) the member resigns by written notice to the Association unless, after the resignation, there would be less than two members.
- d) the member is removed from membership by a resolution of the Board of Trustees under paragraph 9.4(b and c) above.

## **10. BOARD OF TRUSTEES**

- 10.1 The Association and its property shall be managed and administered by a Board of Trustees ("the Board") comprising of the Officers and other members elected in accordance with this Constitution.
- 10.2 Board of Trustees shall be no less than 3 and no more than 12.
- 10.3 Only full members of the Association whom have at least 12 months completed membership may be Trustees. Trustees may only be appointed at an Annual General Meeting of the Association.
- 10.4 The Board shall meet not less than 3 times a year.
- 10.5 Appointment to the Board of Trustees shall be for three years. Any member wishing to retire before the expiration of this term must give not less than 1 month notice in writing to the Board of Trustees.
- 10.6 In addition to the members so elected, the Board of Trustees may co-opt up to 3 further members being full members of the Association whether individual or representative or a combination of both who shall serve until the conclusion of the next Annual General Meeting.
- 10.7 The number of co-opted members shall not exceed one-third of the total membership of the Board of Trustees at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Board of Trustees.
- 10.8 Any casual vacancy in the Board may be filled up by the Board of Trustees and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that Meeting.
- 10.9 The proceedings of the Board of Trustees shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.



- 10.10 The Board of Trustees may appoint such special or standing Sub-Groups as may be deemed necessary by the Trustees and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing subgroups shall be reported back to the Trustees as soon as possible.
- 10.11 The Board of Trustees will adapt standing orders, policies and procedures (annexed to the constitution) for the purpose of making the constitution clear and transparent.

## **11. MEETINGS OF THE ASSOCIATION**

- 11.1 The First General Meeting of the Association shall be held not later than the 30th November 1993 and once in each year thereafter an Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Board of Trustees shall determine.
- 11.2 With regard to all meetings at least 21 clear days' notice shall be given in writing to each member.

## **12. ANNUAL GENERAL MEETING**

- 12.1 At the Annual General Meeting, the Association shall elect the Trustees in accordance with clause 10.3.
- 12.2 The Annual general meeting will also elect the Officers of the Association.
- 12.3 Officer positions are only open to active Trustees with a minimum of 12 months service on the board of Trustees. The Officers shall comprise of a Chairperson, a Vice Chairperson, Secretary, a Treasurer and such other Honorary Officers as the Association shall from time to time decide.
- 12.4 At the Annual General meeting one third of the Board of trustees or if their number is not a multiple of three then the nearest number to one third, shall retire from office.
- 12.5 The trustees to retire shall be those who have been the longest in office, since their last election or appointment, as between trustees of equal seniority, the members shall select them by lot. A retiring trustee shall be eligible for re-election.
- 12.6 The Association may appoint one or more qualified auditors and may determine their remuneration (if any).
- 12.7 The members of the Board shall be elected at the Annual General Meeting of the Association in accordance with clause 12.3.

- 12.8 A Special or Extraordinary General Meeting of the Association may be called by the Trustees within 21 days of receiving a written request so to do, signed by not less than 5 full members whether individual or representative, and giving reasons for the request.
- 12.9 Only full members of the Association whether individual or representative shall be eligible to serve as Trustees. Nominations for Trustees must be made by full members of the Association in writing and must be in the hands of the General Secretary or Chairperson of the Board of Trustees at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by paper ballot at the Annual General Meeting.

### **13. RULES OF PROCEDURE AT ALL MEETINGS**

- 13.1 Quorum. No business shall be transacted at any meeting of the Association or of the Board of Trustees unless a quorum is present. A quorum is one third of the total actual membership of the Board of Trustees, the full Membership, or any created Sub-Group depending on the meeting for the time being. If a quorum is not present within an hour of the time appointed for the meeting, the meeting shall be adjourned to such time and place as the Trustees shall determine.
- 13.2 Voting. Business will be concluded in a consensual manner. In the absence of a consensus, questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the Board of Trustees provided that no such arrangements shall be made with regard to clauses 7 and 8. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 13.3 Minutes. Minute books shall be kept by the Board of Trustees and all other Board of Trustees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions.
- 13.4 Standing Orders and Rules. The Board of Trustees shall have power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation immediately provided always that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of this Constitution.

13.5 Chair. Except for Trustees meetings where a Chair and Vice Chair have been appointed by the AGM all meetings shall be chaired by the person who has been appointed as Chairperson. If there is no such person present, a nomination will be found from those present.

#### **14. NOTICES**

14.1 Any notice may be served by the Secretary or any member either:

- a) personally or on its appointed representative as the case may be; or
- b) by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting; or
- c) by giving it using electronic communication to the member's address.

#### **15. INTERPRETATION**

For the interpretation of this Constitution, the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.

First adopted 1993

Revised 1997

Revised 2007

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