

# **Constitution of THE SOMERSCIENCE TRUST**

## **a Charitable Incorporated Organisation Whose Only Voting Members Are its Trustees**

***Date of Constitution (last amended): 21<sup>st</sup> January 2022***

### **1. Name**

The name of the Charitable Incorporated Organisation ("the CIO") is:

**The Somerscience Trust.**

### **2. National Location of Principal Office**

The principal office of the CIO is in England

### **3. Objects**

The Objects of the CIO are:

**To advance the education of the public in Somerset in science, technology, mathematics and engineering (STEM) and to promote public engagement in all aspects of STEM developments for the public benefit.**

Nothing in this constitution shall authorise an application of the property of the CIO 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.

### **4. Powers**

The CIO has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so, including but not limited to the establishment of a publicly-staged festival featuring interactive stands, exhibitions, performances, workshops, lectures and displays. In particular, the CIO has power to:

- (a) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (b) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- (c) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (d) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a Trustee only to the extent that it is permitted to do so by clause 6 and provided it complies with the conditions of those clauses;
- (e) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO 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**

**5.1** The income and property of the CIO must be applied solely towards the promotion of the Objects, provided that:

- (a) a Trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO;
- (b) a Trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

**5.2** None of the income or property of the CIO 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

**5.3** Nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by clause 6 of this constitution.

## **6. Benefits and Payments to Trustees and Connected Persons**

### **6.1 General Provisions**

No Trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;

(c) be employed by, or receive any remuneration from, the CIO;

(d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this constitution or is 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.

## **6.2 Scope and Powers Permitting Benefits to Trustees or Connected Persons**

**(a)** A Trustee or connected person may receive a benefit from the CIO in the capacity of a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.

**(b)** A 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 CIO where it is permitted in accordance with, and subject to the conditions in, sections 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 CIO with goods that are not supplied in connection with services provided to the CIO by the trustee or connected person

**(d)** A Trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be no more than the Bank of England base rate.

**(e)** A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

**(f)** A Trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

## **7. Conflicts of Interest and Conflicts of Loyalty**

A Trustee must:

- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (b) absent himself or herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).
- (c) Any 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 Trustees on the matter.

## **8. Liability of Members to Contribute to Assets of CIO if it is Wound Up**

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

## **9. Charity Trustees**

### **9.1. Functions and Duties of Trustees**

The Trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO.

It is the duty of each Trustee:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a Trustee in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise such care and skill in the performance of those functions as is reasonable in the circumstances having regard in particular to any special knowledge or experience that he or she has or considers himself or herself to have; and
- (c) if he or she acts as a charity trustee of the CIO 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

### **9.2. Eligibility for Trusteeship**

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

- (b) No individual may be appointed as a Trustee of the CIO:
  - 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 [12.1(e )]
- (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, his or her acceptance of the office of charity trustee.
- (d) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.

### **9.3 Number of Charity Trustees**

- (a) There should be not less than 3 nor more than 8 appointed trustees and no more than 3 nominated trustees
- (b) There must be at least 3 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.

### **9.4. First charity trustees**

The first charity trustees are as follows and are appointed for the following terms:

- Teresa Colleen Bower (3 Years)
- Gavin Thomas Costigan (3 Years)
- Simon Patrick Connell (3 Years)

## **10. Appointment of Charity Trustees.**

### **10.1 Appointed Trustees**

- (a) Apart from the first charity trustees, every trustee must be appointed for a term of 2 or 3 years by a resolution passed at a properly convened meeting of the charity trustees.
- (b) In selecting individuals for appointment as Trustees, the Trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

## **10.2 Nominated Trustees**

- (a) The appointing body (of which none at this date) may appoint 2 charity Trustees.
- (b) Any appointment must be made at a meeting held according to the ordinary practice of the appointing body
- (c) Each appointment must be for a term of 3 years
- (d) The appointment will be effective from the date on which the charity Trustees or their secretary or clerk are informed of the appointment
- (e) The person appointed need not be a member of the appointing body
- (f) A Trustee appointed by the appointing body has the same duty under clause 9.1 as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the CIO

## **11. Information for New Trustees**

The charity trustees will make available to each new Trustee, on or before his or her first appointment:

- (a) a copy of the current version of this constitution; and
- (b) a copy of the CIO's latest Trustees' annual report and statement of accounts.

## **12. Retirement and Removal of Trustees**

**12.1** The office of a Trustee shall be immediately vacated if he or she:

- a) retires by notifying the CIO 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 good reason from all meetings held within a period of 6 months, and the remaining Trustees decide that he or she shall vacate office by reason of such absence;
- c) dies;
- d) in the written opinion given to the company of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months
- e) is disqualified from acting as a charity trustee by virtue of sections 178 – 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)

- 12.2 Any person retiring as a charity trustee is eligible for reappointment.
- 12.3 A charity trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least one year

### **13. Taking of Decisions by charity Trustees**

Any decision may be taken either

- at a meeting of the Trustees; OR
- by resolution in writing or in electronic form agreed by a majority of the Trustees who are entitled to receive notice of and vote at a meeting of Trustees. 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 Trustees; and
  - The majority of all the Trustees has signified agreement to the resolution in a document, or documents, which has 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 CIO at its principal office or other such place as the Trustees may resolve.

### **14. Delegation by charity trustees**

**14.1** The charity Trustees may delegate any of their powers or functions to one or more committees and, if they do, they shall determine the terms and conditions on which the delegation is made. The trustees may at any time alter those terms and conditions, or revoke the delegation.

**14.2** 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 consist of two or more persons, but at least one member of each committee must be a Trustee;
- (b) 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
- (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **15. Meetings of charity Trustees**

### **15.1. 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.

### **15.2. Chairing of Meetings**

The Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been appointed to chair meetings of the Trustees, or if the person so appointed is unwilling to preside or is not present ten minutes after the time appointed for the meeting, the Trustees present shall appoint one of their number to chair that meeting.

### **15.3. Procedure at meetings**

- a) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants. The quorum is two Trustees or the number nearest to one third of the total number of trustees, whichever is greater. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is 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 person who chairs the meeting shall have a second or casting vote.

### **15.4 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 Trustee participating at a meeting by suitable electronic means agreed by the 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 the rules for meetings, including chairing and the taking of minutes.

## **16. Membership of the CIO**

**16.1** The only members of the CIO shall be those persons who are appointed as Trustees of the CIO, and all persons appointed as Trustees shall be admitted as members. Membership of the CIO cannot be transferred to anyone else.

**16.2.** A member shall cease to be a member immediately that he or she ceases to be a Trustee of the CIO for any reason.

## **17. Decisions Which Must be Made by the Members of the CIO**

**17.1.** Any decision to:

- (a) amend the constitution of the CIO;
- (b) amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs; or
- (c) wind up or dissolve the CIO (including transferring its business to any other charity),

must be made by a resolution of the members of the CIO (rather than a resolution of the Trustees);

**17.2.** Such members' decisions may be made either:

- (a) by resolution at a general meeting; or
- (b) by resolution in writing, in accordance with sub-clause 4 of this clause

**17.3.** A resolution made at a general meeting requires a majority of at least 75% of the votes that are cast.

**17.4.** Except where a resolution in writing must be agreed by all members, such a resolution may be agreed by a simple majority of all members entitled to vote on it. This will be effective provided that:

- (a) a copy of the proposed resolution must be sent to all the members eligible to vote; and
- (b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within a period of 28 days from 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 CIO has specified.

## **18. General Meetings of Members**

### **18.1. Calling of General Meetings of Members**

The Trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause 42.

### **18.2. Notice of General Meetings of Members**

- a) The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.
- b) Except 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, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.
- c) 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.

### **18.3. Procedure at General Meetings of Members**

The provisions in clauses 15.2 –15.4 governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to Trustees to be taken as references to members.

## **19. Saving provisions**

- 19.1 Subject to sub-clause 19.2 of this clause, all decisions of the Trustees, or of a committee of the Trustees, shall be valid even if it involved the participation of a Trustee who:
- (a) was disqualified from holding office;
  - (b) had previously retired or was obliged to leave office;
  - (c) was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision would have been made anyway by a majority of the Trustees at a quorate meeting.

19.2 Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred on him or her by a decision of the Trustees (or a committee) if the resolution would otherwise have been void, or if the Trustee has not complied with clause 7 (Conflicts of Interest).

## **20. Execution of Documents**

A document is validly executed on behalf of the CIO if it is signed by at least 2 of the Trustees.

## **21. Use of Electronic Communications**

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide a member with a hard copy of any document or information if they request it, to be sent within 21 days of the request;
- (b) any requirements to provide information to the Commission in a particular form or manner.

## **22. Keeping of Registers**

The CIO must maintain a register of Trustees/members as required by the General Regulations, which must be made available to anyone on request.

## **23. Minutes**

The Trustees must keep minutes of all:

- (a) appointments of officers made by the Trustees;
- (b) proceedings at general meetings of the CIO;
- (c) meetings of the Trustees and committees of Trustees including:
  - (i) names of the Trustees present at the meeting;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions;

(d) decisions made by the Trustees otherwise than in meetings.

## **24. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance**

**24.1.** The 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 account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Commission, regardless of the income of the CIO, within 10 months of the financial year end.

**24.2.** The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

## **25. Rules or Byelaws**

The Trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the CIO on request.

## **26. Disputes**

If a dispute arises between members of the CIO 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.

## **27. Amendment of Constitution**

**27.1** As provided by sections 224 to 227 of the Charities Act 2011, this constitution can only be amended:

(a) by resolution agreed in writing by all members of the CIO; or

(b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 18.

**27.2** Any alteration of clause 3 (objects), clause 28 (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 CIO or persons connected with them, requires the prior written consent of the Charity Commission

**27.3** No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

**27.4** A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

## **28. Voluntary Winding Up or Dissolution**

**28.1** As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

(a) at a general meeting of the members of the CIO called in accordance with this constitution, of which not less than 14 days' notice has been given to those eligible to attend and vote, by a resolution passed by a 75% majority of those voting; or

(b) by a resolution agreed in writing by all members of the CIO.

**28.2** Subject to the payment of all the CIO's debts:

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

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

**28.3** The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

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

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

(ii) a declaration by the Trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

(iii) a statement by the Trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution.

(b) the Trustees must ensure that a copy of the application is sent within 7 days to every member and employee of the CIO, and to any Trustee of the CIO who was not privy to the application.

28.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## **29. Interpretation**

In this constitution:

**"connected person"** means:

(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;

(b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled:

(i) by the 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 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 applies 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.

Subject to section 177 of the Charities Act 2011, **“Trustee”** means a charity trustee of the CIO.

**“in writing”** shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate.

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