CHARITABLE INCORPORATED ORGANISATION

CONSTITUTION

of

THE INTERNATIONAL ASSOCIATION ON THE GENESIS OF ORE DEPOSITS

1. Name

1.1 The name of the Charitable Incorporated Organisation ("the CIO") is The International Association on the Genesis of Ore Deposits.

2. National location of principal office

2.1 The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

3. Objects

The objects of the CIO are, for the public benefit, to advance education in the application of geology, geochemistry, metallogeny, mineralogy, and petrology to the understanding of the genesis of ore deposits, methods of their exploration, characterisation, extraction, and beneficiation, including by promoting research and the publication of its useful results, and organising and supporting international conferences, short courses, workshops, symposia, and field excursions.

4. Powers

4.1 The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO has power:

4.1.1 to borrow money and to charge the whole or any part of the property belonging to the CIO as security for the repayment of the money borrowed, provided that if the CIO wishes to mortgage land, the CIO and its trustees comply with s.124 to 126 of the Charities Act;

4.1.2 to buy, take on lease, share, hire or otherwise acquire property and to maintain and equip it for use;

4.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the CIO, provided that, where applicable, the CIO, and its trustees, comply with s.117 to 123 of the Charities Act;

4.1.4 subject to clauses 5 and 6, to employ and remunerate such staff, consultants, agents, and advisers 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 (Benefits and payments to trustees and connected persons) and provided it complies with the conditions of that clause;

4.1.5 to 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;

4.1.6 to pay all the expenses and costs of establishing the CIO; and

4.1.7 to do anything else within the law which promotes or helps to promote the objects.

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.

5.2 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 them when acting on behalf of the CIO.

5.3 A trustee may benefit from trustee indemnity insurance cover purchased at the ClO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act.

5.4 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 or person connected with a member. This does not prevent a member or connected person who is not also a trustee:

5.4.1 receiving a benefit from the CIO as a beneficiary of the CIO;

5.4.2 buying or receiving goods and/or services from the CIO on reasonable and proper terms;

5.4.3 selling goods, services or any interest in land to the CIO on reasonable and proper terms;

5.4.4 being employed by, or receiving remuneration from, the CIO on reasonable and proper terms;

5.4.5 receiving interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);

5.4.6 receiving rent for premises let by the member or connected person to the CIO. The amount of rent and the other terms of the lease must be reasonable and proper; or

5.4.7 taking part in the normal trading and fundraising activities on the same terms as members of the public.

5.5 Nothing in this clause shall prevent a trustee or connected person receiving any benefit or payment which is authorised by clause 6 or by the Charity Commission.

6. Benefits and payments to trustees and connected persons

6.1 In this clause 6:

6.1.1 "the CIO" includes any company in which the CIO:

(a) holds more than 50% of the shares; or

(b) controls more than 50% of the voting rights attached to the shares; or

(c) has the right to appoint one or more directors to the board of the company.

6.1.2 "connected person" includes any person within the definition set out in clause 31.1 (Interpretation);

6.2 General provisions

6.2.1 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; or

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

unless the payment or benefit is permitted by clause 6.3, or authorised by the court or the Charity Commission. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.3 Scope and powers permitting benefits to trustees or connected persons

6.3.1 A trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.

6.3.2 A trustee or connected person may enter into a contract for the supply of services and/or goods to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act.

6.3.3 A trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

6.3.4 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 must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.3.5 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

7.1 A trustee must:

7.1.1 declare the nature and extent of any interest, direct or indirect, which they have 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

7.1.2 unless invited by the non-conflicted trustees to take part in discussions for the purpose of providing information, absent themselves from any discussions of the trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest) and not participate in the decision.

7.2 Any trustee absenting themselves from any discussions or participating only to provide information in accordance with this clause 7 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 the assets of the CIO if it is wound up

8.1 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. Membership of the CIO

9.1 Admission of new members

9.1.1 Eligibility

(a) Membership of the CIO is open to anyone over the age of 18 years old who is interested in furthering its objects, and who, by applying for membership, has indicated its agreement to become a member and acceptance of the duty of members set out in clause 9.4.

(b) A member may be an individual, or an organisation (whether being a corporate body, or an organisation that is unincorporated).

(c) A member which is an organisation must, if asked, give a copy of its constitution to the CIO.

(d) Each member which is an organisation has the right to appoint one representative. At any time by giving notice in writing to the CIO, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the CIO's request. The representative has the right to attend, vote and speak at general meetings of the CIO and any vote given shall be valid unless prior to the vote the CIO receives written notice ending the representative's authority.

9.2 Admission procedure

9.2.1 The trustees:

(a) may require applications for membership to be made in any reasonable way that they decide;

(b) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;

(c) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;

(d) 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

(e) 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.

9.2.2 The trustees may delegate the power to admit members.

9.3 Transfer of membership

9.3.1 Membership of the CIO cannot be transferred to anyone else.

9.4 Duty of members

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

9.5 Termination of membership

9.5.1 Membership of the CIO comes to an end if:

(a) the member dies, or, in the case of an organisation that organisation ceases to exist; or

(b) the member sends a notice of resignation to the trustees; or

(c) any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or

(d) the trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

9.5.2 Before the trustees take any decision to remove someone from membership of the CIO they must:

(a) inform the member of the reasons why it is proposed to remove them from membership;

(b) give the member at least 21 clear days' notice in which to make representations to the trustees as to why they should not be removed from membership;

(c) at a duly constituted meeting of the trustees, consider whether or not the member should be removed from membership;

(d) consider at that meeting any representations which the member makes as to why the member should not be removed; and

(e) allow the member, or the member's representative, to make those representations at that meeting, if the member so chooses.

9.6 Membership fees

9.6.1 The CIO may require members to pay reasonable membership fees to the CIO.

9.7 Informal or associate (non-voting) membership

9.7.1 The trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

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

10. Members' decisions

10.1 General provisions

10.1.1 Except for those decisions that must be taken in a particular way as indicated in clause 10.5 below, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in clause 10.2 or by written resolution as provided in clause 10.3.

10.2 Taking ordinary decisions by vote

10.2.1 Subject to clause 10.5 below, any decision of the members of the CIO 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 email or other electronic means in accordance with clause 12 and by proxy in accordance with clause 11.7).

10.3 Taking ordinary decisions by written resolution without a general meeting

10.3.1 Subject to clause 10.5, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

(a) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(b) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

10.3.2 The resolution in writing may comprise several copies to which one or more members has signified their agreement.

10.3.3 Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.

10.4 Members' Power to Request Resolutions

10.4.1 Not less than 10% of the members of the CIO may request the trustees to make a proposal for decision by the members.

10.4.2 The trustees must within 21 days of receiving such a request comply with it if:

(a) the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

(b) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

(c) effect can lawfully be given to the proposal if it is so agreed.

10.4.3 Clauses 10.3.1 to 10.3.3 apply to a proposal made at the request of members.

10.5 Decisions that must be taken in a particular way

10.5.1 Any decision by the members to remove a trustee must be taken in accordance with clause 16.2.

10.5.2 Any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution).

10.5.3 Any decision to wind up or dissolve the CIO must be taken in accordance with clause 30 of this constitution (Voluntary winding up or dissolution).

10.5.4 Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act.

11. General meetings of members

11.1 Types of general meeting

11.1.1 There must be an annual general meeting ("AGM") of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 14.

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

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

11.2 Calling general meetings

11.2.1 The trustees:

(a) must call the AGM in accordance with clause 11.1.1, and identify it as such in the notice of the meeting; and

(b) may call any other general meeting of the members at any time.

11.2.2 The trustees must, within 21 days, call a general meeting of the members of the CIO if:

(a) they receive a request to do so from at least 10% of the members of the CIO; and

(b) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the members making the request.

11.2.3 If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then clause 11.2.2(a) shall have effect as if 5% were substituted for 10%.

11.2.4 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

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

11.2.6 Any general meeting called by the trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

11.2.7 If the trustees fail to comply with the 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.

11.2.8 A general meeting called by the members must be held not more than 3 months after the date when the members first requested the meeting.

11.2.9 The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the trustees who were responsible for such failure.

11.3 Notice of general meetings

11.3.1 The trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any trustee of the CIO who is not a member.

11.3.2 If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the general meeting even though the requirements of clause 11.3.1 have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act, or by the General Regulations.

11.3.3 The notice of any general meeting must:

(a) state the time and date of the meeting;

(b) give the address at which the meeting is to take place, and/or details of how members can participate in the meeting if the meeting is to be held by electronic means, or details of both if the meeting is to take place partly in person and partly by electronic means;

(c) give details of how members can vote at the meeting;

(d) 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

(e) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration,

and the notice for the AGM must include the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 23 (Use of electronic communication), details of where the information may be found on the CIO's website.

11.3.4 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.

11.3.5 Notice shall be deemed to be given 48 hours after it was posted or sent.

11.3.6 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 CIO.

11.4 Chairing of general meetings

11.4.1 The person nominated as chair by the trustees under clause 20.2 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

11.5 Participation in general meetings by electronic means

11.5.1 A general meeting may be held by suitable electronic means agreed by the trustees in which each member may communicate with all the other members.

11.5.2 Any member participating at a meeting by suitable electronic means agreed by the trustees in which a member or members may communicate with all the other members shall qualify as being present at the meeting.

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

11.6 Quorum at general meetings

11.6.1 No business may be transacted at any general meeting of the members of the CIO unless a quorum is present whether in person, by electronic means or by proxy when the meeting starts.

11.6.2 Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or five members. An organisation represented by a person present at the meeting in accordance with clause 11.9, is counted as being present in person.

11.6.3 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.

11.6.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the CIO's members at least seven clear days before the date on which it will resume.

11.6.5 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.

11.6.6 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.

11.7 Proxy voting

11.7.1 Any member of the CIO 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 CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:

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

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

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

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

11.7.2 The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

11.7.3 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.

11.7.4 Unless a proxy notice indicates otherwise, it must be treated as:

(a) 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

(b) 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.

11.7.5 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 CIO by or on behalf of that member.

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

11.7.7 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.

11.7.8 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.

11.8 Voting at general meetings

11.8.1 Any decision other than one falling within clause 10.5 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including by proxy or by email or other electronic means). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.

11.8.2 A resolution put to the vote of a meeting shall be decided:

(a) if the meeting is taking place entirely in person, 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.; or

(b) if the meeting is taking place by electronic means or partly in person and partly by electronic means, by poll.

11.8.3 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.

11.8.4 A poll may be taken:

(a) at the meeting at which it was demanded; or

(b) at some other time and place specified by the chair; or

(c) through the use electronic communications or electronic voting system agreed by the trustees.

11.8.5 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.

11.8.6 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.

11.9 Representation of organisations

11.9.1 An organisation that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.

11.9.2 The representative is entitled to exercise the same powers on behalf of the organisation it could exercise as an individual member of the CIO.

11.9.3 The representative is entitled to appoint a proxy to attend any general meeting on their behalf should they so choose.

11.10 Adjournment of meetings

11.10.1 The chair may at 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. Electronic Voting

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

12.2 The trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the electronic voting and the counting of votes.

12.3 If electronic voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way, a notice by email, if the member has agreed to receive notices in this way under clause 23 (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 procedure capable of being completed by electronic means, containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

12.4 The voting procedure for votes cast by electronic means must require the member's name to be included, and the electronic means must be authenticated in the manner specified in the voting procedure.

12.5 Electronic voting responses must be accessed only by a scrutineer.

12.6 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.

12.7 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 vote through electronic voting must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which they have already cast a valid vote. A member who has cast an invalid vote by electronic voting is allowed to vote at the meeting and counts towards the quorum.

12.8 For electronic votes, the scrutineers must record evidence of the votes that have been counted, or if the vote has been declared invalid, the reason for such declaration.

12.9 Votes cast by electronic voting 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 electronic voting and the number of votes received which were invalid.

12.10 The scrutineers must not disclose the result of the electronic voting 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.

12.11 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 votes through electronic voting; evidence of invalid votes; the valid votes; and the invalid votes.

12.12 Any dispute about the conduct of electronic voting must be referred initially to a panel set up by the trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

13. Trustees

13.1 Functions and duties of trustees

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

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

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

(ii) if they acts as a 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.

13.2 Eligibility for trusteeship

13.2.1 Every trustee must be a natural person.

13.2.2 No one may be appointed as a trustee:

(a) if they are under the age of 16 years; or

(b) if they are disqualified from acting as a trustee by virtue of sections 178-180 of the Charities Act (or any statutory re-enactment or modification of that provision).

13.2.3 No one is entitled to act as a trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the trustees decide, their acceptance of the office of trustee.

13.3 Number of trustees

13.3.1 There must be at least 5 trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the trustees, or appoint a new trustee.

13.3.2 The maximum number of trustees is 9. The trustees may not appoint any trustee if as a result the number of trustees would exceed the maximum.

13.4 First trustees

13.4.1 The first trustees of the CIO are

(a) Tania Martins

(b) Wei Jian

(c) Alla Dolgopolova

(d) Jens Andersen

(e) David Lentz

14. Appointment of trustees

14.1 At every [second][third] annual general meeting of the members of the CIO, one-third of the trustees shall retire from office. If the number of trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one trustee, they shall retire.

14.2 The trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

14.3 The vacancies so arising may be filled by the decision of the members at the annual general meeting. Any vacancies not filled at the annual general meeting may be filled as provided in clause 14.4.

14.4 The members or the trustees may at any time decide to appoint a new trustee, whether in place of a trustee who has retired or been removed in accordance with clause 16 (Retirement and removal of trustees), or as an additional trustee, provided that the limit specified in clause 13.3 on the number of trustees would not as a result be exceeded.

14.5 A person so appointed by the members of the CIO shall retire in accordance with the provisions of clauses 14.1 and 14.2. A person so appointed by the trustees shall retire at the conclusion of the next annual general meeting after the date of their appointment, and shall not be counted for the purpose of determining which of the trustees is to retire by rotation at that meeting.

14.6 Observers

14.6.1 The trustees may permit representatives of affiliated societies to attend board meetings as observers, on such terms as the trustees may determine.

14.6.2 The trustees may require any observers to absent themselves for any confidential items of business.

15. Information for new trustees

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

15.1.1 a copy of this constitution and any amendments made to it; and

15.1.2 a copy of the CIO's latest trustees' annual report and statement of accounts.

16. Retirement and removal of trustees

16.1 A trustee ceases to hold office if they:

16.1.1 retire by notifying the CIO in writing (but only if enough trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

16.1.2 are absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated;

16.1.3 die;

16.1.4 in the written opinion, given to the CIO, of a registered medical practitioner treating that person, become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

16.1.5 are removed by the members of the CIO in accordance with clause 16.2;

16.1.6 are disqualified from acting as a trustee by virtue of section 178-180 of the Charities Act (or any statutory re-enactment or modification of that provision); or

16.1.7 are removed by a vote of a two-thirds majority of the other trustees present and voting at a Board meeting at which at least half of the serving trustees are present, provided that

(a) prior to such a meeting the trustee in question has been given written notice of the intention to propose such a resolution at the meeting; and

(b) the trustees consider any representations from the trustee in question, giving the trustee in question an opportunity to make representations to the extent that it is reasonable in the circumstances.

16.2 A trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

16.3 A resolution to remove a trustee in accordance with clause 16.2 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 CIO.

17. Reappointment of trustees

17.1 Any person who retires as a trustee by rotation or by giving notice to the CIO is eligible for reappointment.

18. Taking of decisions by trustees

18.1 Any decision may be taken either:

18.1.1 at a meeting of the trustees; or

18.1.2 by resolution in writing or electronic form agreed by a majority of all eligible 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 trustees has signified their agreement. Such a resolution shall be effective provided that:

(a) 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

(b) the requisite majority of 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 trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

19. Delegation by trustees

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

19.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the trustees, but is subject to the following requirements:

19.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a trustee;

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

19.2.3 the trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

20. Meetings and proceedings of trustees

20.1 Calling meetings

20.1.1 The chair or any two trustees may call a meeting of the trustees.

20.1.2 Subject to clause 20.1.1, the trustees shall decide how their meetings are to be called, and what notice is required.

20.2 Chairing of meetings

20.2.1 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 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 trustees present may appoint one of their number to chair that meeting.

20.3 Procedure at meetings

20.3.1 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 trustees, or the number nearest to one third of the total number of trustees, whichever is greater, or such larger number as the trustees may decide from time to time. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.

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

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

20.4 Participation in trustee meetings by electronic means

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

20.4.2 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.

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

21. Saving provisions

21.1 Subject to clause 21.2, all decisions of the trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

21.1.1 who was disqualified from holding office;

21.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

21.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

21.1.4 for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

if, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

21.2 Clause 21.1 does not permit a trustee to keep any benefit that may be conferred upon them by a resolution of the trustees or of a committee of trustees if, but for clause 21.1, the resolution would have been void, or if the trustee has not complied with clause 7 (Conflicts of interest).

22. Execution of documents

22.1 The CIO shall execute documents by signature.

22.2 A document is validly executed by signature if it is signed by at least two of the trustees.

23. Use of electronic communications

23.1 General

23.1.1 The CIO 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; and

(b) any requirements to provide information to the Charity Commission in a particular form or manner.

23.2 To the CIO

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

23.3 By the CIO

23.3.1 Any member or trustee of the CIO, by providing the CIO with their email address or similar, is taken to have agreed to receive communications from

the CIO in electronic form at that address, unless the member has indicated to the CIO their unwillingness to receive such communications in that form.

23.3.2 The trustees may, subject to compliance with any legal requirements, by means of publication on its website:

(a) provide the members with the notice referred to in clause 11.3 (Notice of general meetings);

(b) give trustees notice of their meetings in accordance with clause 20.1 (Calling meetings); and

(c) submit any proposal to the members or trustees for decision by written resolution or email vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10.3 (Decisions taken by resolution in writing), or clause 12 (Electronic voting).

23.3.3 trustees must:

(a) take reasonable steps to ensure that members and trustees are promptly notified of the publication of any such notice or proposal; and

(b) 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.

24. Keeping of Registers

24.1 The CIO 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 trustees.

25. Minutes

25.1 The trustees must keep minutes of all:

25.1.1 appointments of officers made by the trustees;

25.1.2 proceedings at general meetings of the CIO;

25.1.3 meetings of the trustees and committees of trustees including:

(a) the names of the trustees present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions;

25.1.4 decisions made by the trustees otherwise than in meetings.

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

26.1 The trustees must comply with the requirements of the Charities Act 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 CIO, within 10 months of the financial year end.

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

27. Rules

27.1 The 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 CIO, 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 CIO on request.

28. Disputes

28.1 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.

29. Amendment of constitution

29.1 As provided by sections 224-227 of the Charities Act:

29.1.1 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 votes cast at a general meeting of the members of the CIO.

29.2 Any alteration of the CIO's objects, of any provision of the CIO's constitution directing the application of property on its dissolution or any provision of the CIO's constitution where the alteration would provide authorisation for any benefit to be obtained by trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

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

29.4 A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed.

30. Voluntary winding up or dissolution

30.1 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:

30.1.1 at a general meeting of the members of the CIO 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 by a resolution passed by a 75% majority of those voting, or

30.1.2 by a resolution agreed in writing by all members of the CIO.

30.2 Subject to the payment of all the CIO's debts:

30.2.1 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;

30.2.2 if the resolution does not contain such a provision, the trustees must decide how any remaining assets of the CIO shall be applied;

30.2.3 in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

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

30.3.1 the trustees must send with their application to the Charity Commission:

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

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

(c) 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.

30.3.2 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.

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

31. Indemnity of trustees

31.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the board of trustees or other officer may otherwise be entitled, the CIO may indemnify every trustee or other officer out of the assets of the CIO against all costs and liabilities incurred by them in respect of:

31.1.1 any breach of trust or breach of duty committed by them in their capacity as trustees;

31.1.2 any negligence, default, breach of duty or breach of trust committed by them in their capacity as trustees of:

(a) the CIO; or

(b) any body corporate carrying on any activities on behalf of the CIO.

31.2 Any indemnity given under clause 31.1 must not indemnify any trustee in respect of:

31.2.1 any liability incurred by a trustee to pay:

31.2.2 a fine imposed in criminal proceedings; or

31.2.3 a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);

31.2.4 any liability incurred by a trustee in defending any criminal proceedings in which the trustee is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by the trustee; or

31.2.5 any liability incurred by a trustee to the CIO that arises out of any conduct—

(a) which the trustee knew (or must reasonably be assumed to have known) was not in the interests of the CIO; or

(b) in the case of which the trustee did not care whether it was in the best interests of the CIO or not.

31.3 The CIO may not give an indemnity under this clause 31 unless the trustees decide that they are satisfied that it is in the best interests of the CIO to do so.

31.4 This clause 31 shall be interpreted in accordance with section 189 of the Charities Act 2011.

32. Interpretation

In this constitution:

32.1 "**Charities Act**" means the Charities Acts 1992 to 2011;

32.2 The "**Communications Provisions**" means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

32.3 "**connected person**" means:

32.3.1 a child, parent, grandchild, grandparent, brother or sister of the trustee;

32.3.2 the spouse or civil partner of the trustee or of any person falling within clause 32.3.1 above;

32.3.3 a person carrying on business in partnership with the trustee or with any person falling within clause 32.3.1 or 32.132.3.2 above;

32.3.4 an institution which is controlled:

(a) by the trustee or any connected person falling within clauses 32.3.1, 32.3.2, or 32.3.3 above; or

(b) by two or more persons falling within clause 32.3.4(a), when taken together;

32.3.5 a body corporate in which:

(a) the trustee or any connected person falling within clauses 32.3.1 to 32.3.3 has a substantial interest; or

(b) two or more persons falling within 32.3.5(a) who, when taken together, have a substantial interest.

32.4 "**Dissolution Regulations**" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

32.5 "**General Regulations**" means the Charitable Incorporated Organisations (General) Regulations 2012.

32.6 "**person connected with a member**" shall have the same meaning as "connected person" if all references to "trustee" in clause 32.3 were replaced by "member".

32.7 "**poll**" means a counted vote or ballot, usually (but not necessarily) in writing.

32.8 "**trustee**" means a trustee of the CIO.

32.9 Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.