

Joint Mathematical Council of the United Kingdom

Agenda for the Annual General Meeting to be held at the Royal Statistical Society at 1000 on Tuesday 10 November 2015

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Consideration of a draft of a proposed Constitution of the JMC as a Charitable Incorporated Organisation (the draft circulated is an early draft and is intended for comment rather than decision)

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Matters for consideration should be submitted to the chair before the day of the meeting

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2.1 Annual General Meeting held on Tuesday 11 November 2014

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Joint Mathematical Council of the United Kingdom: Annual General Meeting

Minutes of the meeting held at the Royal Statistical Society on Tuesday 11 November 2014

Present

Officers

Chair	Tim Rowland
Honorary Secretary	Peter Thomas
Honorary Treasurer	Paul Harris

Representatives of Participating Societies

Association of Mathematics Education Teachers	Ros Hyde
Association of Teachers of Mathematics	Sue Pope
British Society for the History of Mathematics	June Barrow-Green
British Society for Research into Learning Mathematics	Hilary Povey
Conference of Heads of Departments of Mathematical Sciences	Catherine Hobbs
Edinburgh Mathematical Society	David Pritchard
Institute of Mathematics and its Applications	Nigel Steele (deputy)
London Mathematical Society	Alice Rogers
The Mathematical Association	Peter Ransom
Mathematics in Education and Industry	Charlie Stripp
National Association for Numeracy and Mathematics in Colleges	Sally Barton*
National Association of Mathematics Advisors	Alice Onion
National Numeracy	Lynn Churchman
National STEM Centre	Stephen Lyon
NRICH representing the Millennium Mathematics Project	Charlie Gilderdale
Operational Research Society	Charlene Timewell*
Royal Academy of Engineering	–
Royal Statistical Society	–
Wales Institute of Mathematical and Computational Sciences	–

Co-opted Members

Former Executive Secretary	David Martin
JMC International Representative	–
UK Representative to International Commission on Mathematical Instruction	–

Representatives of Observing Societies

Adults Learning Mathematics	Jeff Evans
Advisory Committee on Mathematics Education	–
Department for Education [England]	–
Department of Education [Northern Ireland]	–
Education Scotland	–
Higher Education Academy	–
National Centre for Excellence in the Teaching of Mathematics	Charlie Stripp (deputy)
National College for Teaching and Leadership	–
Office for Standards in Education	–
The Office of Qualifications and Examinations Regulation	–
The Royal Society	Marie Rogerson (deputy)
School Mathematics Project	–
Sector Skills Council	–
for science, engineering and manufacturing technologies in the UK	–
United Kingdom Mathematics Trust	Bill Richardson*

Note: * Not present for the whole meeting

1 Introduction

1.1 **Welcome** The Chair welcomed everyone to the meeting.

1.2 **Practical Arrangements** The procedure for emergency evacuation was announced as laid down in the contract for the booking of the premises.

- 1.3 **Apologies for absence** Apologies for absence were received from John Craig (HEA), Jane Imrie (NCETM), David Montagu (The Royal Society), Chris Sangwin (IMA), Olivia Varley-Winter (RSS) and Stephen Williamson (WIMCS).

2 Minutes of the 2013 Annual General Meeting, held on 5 November 2013

- 2.1 **Approval** The minutes of the 2013 Annual General Meeting were **approved**.
- 2.2 **Matters arising not elsewhere on the agenda** None.

3 Reports

- 3.1 **Reception of a report on the Council's activities during the previous calendar year** The Honorary Secretary introduced the Annual Report. Alice Onion asked about the process by which the JMC's Representative to the National Maths Hubs Forum was appointed. The report was **received** with the following alterations:

pages 6/7: notes 1 and 2 should be transposed,
page 8, line 12: '2013' should be replaced by '2014' (twice),
page 8, line 24: 'Secretary' should be replaced by 'Treasurer',
page 9, line 10: 'been' should be inserted after 'had',
page 9, line 10: 'almost' should be inserted after 'NCETM',
page 9, line 13: '.' should be inserted after 'forum'.

- 3.2 **Approval of a revenue account for the year ending 30 September and a balance sheet showing the state of all funds under the control of the Council at the end of September last** The Honorary Treasurer introduced the accounts. There was a small deficit but there had been a couple of unexpected items, membership of CfSA and insurance, which meant that a £200 surplus had become a £200 deficit. Ros Hyde corrected the date at the head of the Treasurer's Report (page 10) from 'November 2013' to 'November 2014'. The Chair pointed out that the heading 'Officers Expenses' included the expenses of the whole of the Executive Committee as well as those of people representing the JMC at meetings of other bodies. The Honorary Treasurer said that it would be better called 'Executive Expenses' and in future he would split the category. He also observed that the higher figure this year, compared to last, was a consequence of having a special meeting of the Executive Committee in Cambridge on 10 April and the introduction of the practice of holding the Executive Committee meeting the evening before the day of the Annual General Meeting and the November Council meeting.

The Honorary Treasurer went on to describe the situation with the BCME Committee's accounts. He said that he had received no information from the Treasurer of the BCME Committee with the result that, as the BCME Committee is part of the JMC, the JMC's accounts were incomplete and the Honorary Treasurer would not be asking Council to approve the (incomplete) accounts before it. The Chair said that the matter had been discussed at length at the Executive Committee meeting the previous evening and the matter will be followed up. It was particularly important that the accounts were in order pending any application to become a CIO. Charlie Gilderdale asked whether any reason had been given; the Honorary Treasurer replied that he was not aware of any reason having been given; the Chair said that the Treasurer of the BCME Committee may not have been aware that accounts were promised in the final report by the outgoing Chair of the BCME Committee. The Chair said that it was hoped to bring a complete set of accounts to a Special General Meeting to take place immediately before the Council meeting on 10 March 2015.

Subscriptions The Honorary Treasurer said that the Executive Committee had asked him to analyse the costs of meetings and whether subscriptions were sufficient to cover those costs. The average cost per head of meetings over the previous three years (apart from 5 November 2013 which included the fiftieth anniversary celebration) was £46 giving a cost per representative per year of £138 for meetings alone. It was clear that the subscription for Observing Societies did not cover this and it was proposed to increase their subscription so it did at least cover costs, although the change might be phased in. The Honorary Treasurer presented three proposals for subscription rates for 2014/15 (with indicative rates for 2015/16), describing the options they contained; for Participating Societies they represented a 3% rise to allow for inflation. He said that the Executive Committee recommended Proposal 2. The Chair said that Proposal 2 eased the path for Observing Societies yet ensured there would be no financial advantage to a Small Participating Society to become an Observing Society.

Jeff Evans asked about the rationale for having Observing Societies, the elasticity of demand and the distribution of types of society; was there a need to have a category for Observing Societies at all? Alice Onion said there were two types of Observing Societies: public bodies (for which it was appropriate) and others such as ALM. The Chair said that an application from the UKMT, an Observing Society, to become a Participating Society, would be considered at the Council meeting

immediately following this general meeting, if passed this would leave ALM in a small minority among the Observing Societies. The Chair emphasised that he very much wanted ALM to be part of the JMC; if it were to become a Participating Society then it would be in a position to enter into a conversation with the Honorary Treasurer to come to an accommodation which addressed its exceptional circumstances. Lynn Churchman asked the Executive Committee to re-think the definition of an Observing Society. Sally Barton observed that the criteria for becoming a Participating Society used to be much more restrictive but that was no longer the case.

The Chair drew the discussion to a close and put Proposal 2 to the meeting; it was **passed** without opposition. Therefore, the rates for 2014/15 (and indicative rates for 2015/16) will be:

Type of Society	2014/5	2015/6
Large Participating	£670	£690
Medium Participating	£330	£340
Small Participating	£155	£160
Observing	£131	£164

Budget The Honorary Treasurer presented the budget for 2014/15. Alice Rogers asked the extent of the insurance cover and whether members of the Council were considered to be trustees; the Honorary Treasurer replied that it covered meetings and trustee indemnity insurance but not BCME; he noted her concerns about liability.

4 Membership of the Council

- 4.1 **Approval of the list of Participating Societies and Observing Societies** The list of Participating Societies and Observing Societies was **approved**.
- 4.2 **Formal announcement of the result of the election of the Honorary Treasurer** The election was announced of Paul Harris as Honorary Treasurer to serve for three years from the close of the Annual General Meeting.
- 4.3 **Appointment or re-appointment of co-opted members** Chris Budd (UK Representative to the International Commission on Mathematics Instruction) and David Martin (Chair of the BCME Committee of the JMC) were **co-opted** as members of the Council to serve for one year from the close of the Annual General Meeting. (David Martin withdrew during the discussion of this item.)

5 Membership of the Executive Committee

- 5.1 **Election of two members of the Executive Committee** The election was announced of Sue Pope as an elected member of the Executive Committee to serve for one year from the close of the Annual General Meeting.
- 5.2 **Announcement of any co-options to the Executive Committee** The Chair announced that Sally Barton had accepted an invitation by the Executive Committee to serve as a co-opted member of the Executive Committee for one year from the close of the Annual General Meeting (to fill the vacancy for the second elected member). He also said that the Executive Committee had identified two others it wished to invite to serve as co-opted members of the Executive Committee but they had yet to be approached.

6 Alteration of the Constitution

- 6.1 The Chair and the Honorary Secretary introduced the following motion:
That the Council shall seek to become a Charitable Incorporated Organisation, thereby incorporating it (so it may enter into contracts in its own name rather than those of its trustees), giving it the protection of limited liability (rather than the unlimited joint and several liability borne currently by its trustees) and the status of a registered charity.
The motion was **passed** without opposition
- 6.2 The first motion having been passed, consideration proceeded to the following two matters.
- 6.2.1 Consideration of a draft of proposals for the alteration of the constitution to be presented to a Special General Meeting to be held on 10 March 2015 before the meeting of the Council, in preparation for an application by the Council to the Charity Commission to become a Charitable Incorporated Organisation.
The Honorary Secretary explained that more time was needed to prepare a draft constitution for the CIO and that a draft would be brought to a later meeting.
- 6.2.2 The Chair and the Honorary Secretary introduced the motion following motion for the alteration of the constitution:

Preamble

- 1 This motion is to allow for the expeditious conversion of the Council into a Charitable Incorporated Organisation.
- 2 This motion is to avoid undue delay which any alterations to the proposals might occasion. It is unlikely that any proposed constitution approved at one meeting could be submitted to the Charity Commission and its decision be received in time for any further alterations to be put to the next meeting if three months' notice was still required.
- 3 It is recognised that this proposal reduces the opportunity for consideration within societies but if on a given occasion a member considers that one month has been insufficient time to consider a proposed alteration then it is open to that member to vote against the proposed alteration and ask for the it to be put again to the next meeting.

Proposal

That article 11 of the constitution which presently reads

The Council shall have power to change this Constitution provided that:

- (a) any motion of annulling, altering or adding to any section shall be considered at an Annual General Meeting or a meeting called specially for that purpose;
- (b) notice of such a motion shall be given, together with the notice convening the meeting, not less than three months before the date of the meeting;
- (c) the terms of the motion shall be given in full in that notice;
- (d) the motion shall be supported by two-thirds of the members present and voting at the meeting concerned.

shall from end of this Annual General meeting read:

The Council shall have power to change this Constitution provided that:

- (a) any motion of annulling, altering or adding to any section shall be considered at an Annual General Meeting or a meeting called specially for that purpose;
- (b) notice of such a motion shall be given, together with the notice convening the meeting, not less than one month before the date of the meeting;
- (c) the terms of the motion shall be given in full in that notice;
- (d) the motion shall be supported by two-thirds of the members present and voting at the meeting concerned.

The motion was **passed** without opposition

7 Any other business not elsewhere on the agenda

None

8 Conclusion

The meeting concluded at 11 a.m. with two minutes silence.

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2.2 Special General Meeting held on Tuesday 10 March 2015

[→ Agenda](#)

Joint Mathematical Council of the United Kingdom

Minutes of the Special General Meeting held at the Royal Statistical Society on Tuesday 10 March 2015

Present

Officers

Chair

Honorary Secretary

Honorary Treasurer

Tim Rowland

Peter Thomas

Paul Harris

Representatives of Participating Societies

Association of Mathematics Education Teachers

Association of Teachers of Mathematics

British Society for the History of Mathematics

British Society for Research into Learning Mathematics

David Wright (deputy)

Sue Pope

June Barrow-Green

Hilary Povey

Conference of Heads of Departments of Mathematical Sciences	Catherine Hobbs
Edinburgh Mathematical Society	David Pritchard
Institute of Mathematics and its Applications	Chris Chipperton
London Mathematical Society	Alice Rogers
The Mathematical Association	Peter Ransom
Mathematics in Education and Industry	David Holland (deputy)
National Association for Numeracy and Mathematics in Colleges	Sally Barton
National Association of Mathematics Advisors	Alice Onion
National Numeracy	Lynn Churchman
National STEM Centre	Stephen Lyon
NRICH representing the Millennium Mathematics Project	–
Operational Research Society	Charlene Timewell
Royal Academy of Engineering	–
Royal Statistical Society	Neil Sheldon
United Kingdom Mathematics Trust	Bill Richardson
Wales Institute of Mathematical and Computational Sciences	Stephen Williamson

Co-opted Members

Chair of the BCME Committee	David Martin
UK Representative to International Commission on Mathematical Instruction	–

Representatives of Observing Societies

Adults Learning Mathematics	Jeff Evans
Advisory Committee on Mathematics Education	Robert Barbour
Department for Education [England]	–
Department of Education [Northern Ireland]	Nick Todd
Education Scotland	Carol Copstick (deputy)
Higher Education Academy	–
National Centre for Excellence in the Teaching of Mathematics	Jane Imrie
National College for Teaching and Leadership	James O'Donoghue
Office for Standards in Education	–
The Office of Qualifications and Examinations Regulation	Laura Dougan (deputy)
The Royal Society	Aaron Maras (deputy)
Sector Skills Council for science, engineering and manufacturing technologies in the UK	–

Visitors

Advisory Committee on Mathematics Education Secretariat	Niamh Mc Mahon
Department for Education and Skills [Wales]	–
The Office of Qualifications and Examinations Regulation	Alison Tonkin

Introduction

The Chair welcomed everyone to the meeting, especially those attending a JMC meeting for the first time.

The Honorary Secretary announced the procedure for emergency evacuation as laid down in the contract for the booking of the premises.

1 Approval of a revenue account for the year ending 30 September and a balance sheet showing the state of all funds under the control of the Council at the end of September last

The Chair invited the Honorary Treasurer to introduce the accounts. The Honorary Treasurer expressed his thanks to Richard Steiner, Treasurer of the Edinburgh Mathematical Society, for auditing the accounts and said that the auditor's signature applied to both the main JMC accounts and the BCME Committee accounts. He said that the first page, giving the main JMC accounts, was the same as at the Annual General Meeting on 11 November 2014; he then explained the later pages containing the BCME Committee accounts. There were no questions.

The Honorary Treasurer then moved that the accounts be approved; this was seconded by Sue Pope. The Chair then asked for a show of hands. The motion was passed unanimously except for one abstention.

Conclusion

The Chair closed the Special General Meeting and moved immediately to the business of the following Council meeting.

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3.1 Reception of a report on the Council's activities during the previous calendar year

[→ Agenda](#)

Joint Mathematical Council of the United Kingdom Annual Report for 2014

This report is for the calendar year 2014 (as required by article 10.2(a) of the JMC Constitution) with supplementary information for the period from 1 January to 30 September 2015.

Membership

Those asterisked were members of the Executive Committee.

	2014		2015
	1 Jan – 11 Nov	11 Nov – 31 Dec	1 Jan – 30 Sep
Officers			
Chair	Tim Rowland*		
Honorary Secretary	Peter Thomas*		
Honorary Treasurer	Paul Harris*		
Participating Societies		Representative	
Adults Learning Mathematics (from 10 Mar 2015)	–		Jeff Evans
Association of Mathematics Education Teachers	Ros Hyde	Ros Hyde*	
Association of Teachers of Mathematics	Sue Pope*		
British Society for Research into Learning Mathematics	Hilary Povey	Hilary Povey*	
British Society for the History of Mathematics	June Barrow-Green		
Conference of Heads of Departments of Mathematical Sciences	David Arrowsmith* (to 24 Apr) / Catherine Hobbs (from 24 Apr)	Catherine Hobbs	
Edinburgh Mathematical Society	Colin Campbell (to 17 Oct) / David Pritchard (from 17 Oct)	David Pritchard	
Institute of Mathematics and its Applications	Chris Sangwin	Chris Chipperton	
London Mathematical Society	Alice Rogers		
The Mathematical Association	Alison Clark-Wilson (to 15 Apr) / Peter Ransom (from 15 Apr)	Peter Ransom	
Mathematics in Education and Industry	Charlie Stripp		
National Association for Numeracy and Mathematics in Colleges	Sally Barton*		
National Association of Mathematics Advisers	Alice Onion		
National Numeracy (from 17 Jun 2014)	Lynn Churchman		
National STEM Centre	Stephen Lyon		
NRICH representing the Millennium Mathematics Project	Lynne McClure* (to 31 Oct) / Charlie Gilderdale (from 1 Nov)	Charlie Gilderdale	
Operational Research Society	Louise Orpin (later Louise Allison) (to 27 Oct) / Charlene Timewell (from 27 Oct)	Charlene Timewell	
Royal Academy of Engineering	Rhys Morgan		
Royal Statistical Society	Olivia Varley-Winter	Olivia Varley-Winter (to 6 Feb) / Neil Sheldon (from 6 Feb)	

United Kingdom Mathematics Trust (from 11 Nov 2014)	–	Bill Richardson	
Wales Institute of Mathematical and Computational Sciences	Stephen Williamson		
Co-opted Members			
UK Representative to the International Commission on Mathematics Instruction	Chris Budd		
Executive Secretary (25 Feb 2014 to 31 Jul 2014) / Former Executive Secretary (1 Aug 2014 to 11 Nov 2014) / BCME Committee Chair (from 11 Nov 2014)	David Martin		
JMC International Representative (until 11 Nov 2014)	Ros Sutherland	–	
Observing Societies		Representative	
Advisory Committee on Mathematics Education	Robert Barbour		
Adults Learning Mathematics (until 10 Mar 2015)	Jeff Evans		
Department for Education [England]	Stephen Rogers		
Department of Education [Northern Ireland]	Nick Todd		
Education Scotland	Fiona Robertson		
The Higher Education Academy	Mary McAlinden (to 27 Jul) / John Craig (from 28 Jul)	John Craig	John Craig (to 30 Jun 2015) / Roger Brooks (from 1 Jul 2015)
National Centre for Excellence in the Teaching of Mathematics	Jane Imrie		
National College for Teaching and Leadership	James O'Donoghue		
Office for Standards in Education	Jane Jones		
The Office of Qualifications and Examinations Regulation	Janet Holloway		
The Royal Society	Juliet Upton (to 31 Jul) / David Montagu (from 1 Aug)	David Montagu	
School Mathematics Project (until 11 November 2014)	(vacancy)	–	
Sector Skills Council for science, engineering and manufacturing technologies in the UK (until 5 March 2015)	John Harris (to 10 Aug) / Elinor Wallace (from 11 Aug)	Elinor Wallace	
United Kingdom Mathematics Trust (until 11 November 2014)	Bill Richardson	–	

Note

Dylan Jones of the Department for Education and Skills [Wales] is invited to meetings and receives papers.

Executive Secretary

David Martin acted as Executive Secretary until 31 July 2014 when the position was discontinued; the JMC is very grateful to him for the work he has done on its behalf. Until 31 March 2014, the JMC received financial support from ACME for this position; the JMC is very grateful for that support.

Meetings

2014 The Council met on 25 February 2014 and 17 June 2014; meetings of the Executive Committee preceded the Council Meeting. The Annual General Meeting and a further Council meeting were held on 11 November 2014 with a meeting of the Executive Committee on 10 November 2014. The Executive Committee held an extraordinary meeting on 10 April 2014 to review the JMC's governance and practices following the cessation of financial support for the position of Executive Secretary. All meetings were held at the Royal Statistical Society in London, apart from the Executive Committee meetings on 10 April 2014 (at the Centre for Mathematical Sciences, Cambridge) and 10 November 2014 (at International Hall, London).

25 February 2014 The Council agreed arrangements for the Bursaries Committee for bursaries for ICME13 in 2016.

The afternoon discussion was led on behalf of ACME by Robert Barbour. It looked at *The Medium-Term Perspective* and sought to inform ACME's attempt to be less reactive and more proactive, assisting in determining the agenda for its future activity. This discussion took the place of the customary November ACME-led discussion which had been displaced by the fiftieth anniversary celebration.

17 June 2014 National Numeracy was admitted as a Participating Society. Paul Harris was elected unopposed to serve for a further term as Honorary Treasurer from after the AGM in 2014 to that in 2017. Council was informed that the Executive Committee would bring forward proposals for the JMC to become a Charitable Incorporated Organisation and that the JMC had taken out insurance cover for its activities. It was agreed to hold an open call for the Chair of the BCME Committee (which will prepare for BCME9 in 2018). Following the open call, David Martin was appointed by the Executive Committee as Chair of the BCME Committee.

The afternoon session began with a presentation by Roger Porkess on his report *A world full of data* which was funded by the Institute and Faculty of Actuaries and the Royal Statistical Society. The report considered the statistics present in A Level subjects other than mathematics. He stressed the prevalence of statistics and the gap between how statistics is experienced in mathematics in school and the needs beyond. There was then a second presentation by Vinay Kathotia on *The Mathematics-Related Work of the Nuffield Foundation*. He described the many projects in mathematics education which the Nuffield Foundation had carried out, from Nuffield Primary Mathematics which began in 1964 to the latest project on Applying Mathematical Processes.

11 November 2014 At the Annual General Meeting, it was resolved that 'the Council shall seek to become a Charitable Incorporated Organisation, thereby incorporating it (so it may enter into contracts in its own name rather than those of its trustees), giving it the protection of limited liability (rather than the unlimited joint and several liability borne currently by its trustees) and the status of a registered charity.' It was also resolved:

That article 11 of the constitution which presently reads

The Council shall have power to change this Constitution provided that:

- (a) any motion of annulling, altering or adding to any section shall be considered at an Annual General Meeting or a meeting called specially for that purpose;
- (b) notice of such a motion shall be given, together with the notice convening the meeting, not less than three months before the date of the meeting;
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shall from end of this Annual General meeting read:

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- (b) notice of such a motion shall be given, together with the notice convening the meeting, not less than one month before the date of the meeting;
- (c) the terms of the motion shall be given in full in that notice;
- (d) the motion shall be supported by two-thirds of the members present and voting at the meeting concerned.

This change was made to expedite constitutional changes necessary to become a CIO.

The Annual General Meeting was followed immediately by the Council meeting. The United Kingdom Mathematics Trust, previously an Observing Society, was admitted as a Participating Society. The final report on BCME8, from the outgoing Chair of the BCME Committee, James Nicholson, and the first report of the incoming Chair, David Martin, were discussed; the Council reaffirmed its intention of working with ATM and the MA in organising BCME9. The Council decided to write to Ofqual to express its concern at the lack of comparability between the GCSE Mathematics specifications that it had accredited.

The afternoon discussion was organised by ACME and was International Lessons and Engagement in Mathematics Education, particularly the Maths Hubs International Programmes. Robert Barbour introduced the session. Charlie Stripp then spoke about the primary teacher exchanges through the Maths Hubs with teachers in Shanghai which had been taking place since 2013 and were motivated by the high performance of Shanghai in PISA. As well as describing this work, he spoke about the development of a mastery curriculum and NCETM's work on textbooks.

2015 The Council met on 10 March 2015 and 16 June 2015; meetings of the Executive Committee preceded the Council Meeting. All meetings were held at the Royal Statistical Society in London.

10 March 2015 A Special General Meeting was held immediately before the Council meeting to approve the accounts for 2013/14 which it had not been possible to present to the Annual General Meeting.

At the Council meeting Adults Learning Mathematics, previously an Observing Society, was admitted as a Participating Society. The Council considered developments relating to the new GCSEs in Mathematics in England, and progress with arrangements for bursaries for ICME13 and with the preparations for BCME9.

In the afternoon session Carol Copstick (Senior Education Officer) from Education Scotland gave a presentation on the Scottish Survey of Literacy and Numeracy, which was a joint survey by the Scottish Qualifications Authority and Education Scotland. Surveys were carried out of children in Primary 4, Primary 7 and Secondary 2 in 2011 and 2013, they were asked mathematical questions and questions about their experience of learning mathematics; questions were also asked of teachers of mathematics and other subjects. Carol Copstick also spoke about the professional development resources which Education Scotland had developed to support teachers.

16 June 2015 The Council endorsed the A Level Mathematics Advisory Board as an independent body in good standing with the JMC and enjoying its support. The Council gave further consideration to developments relating to the new GCSEs in Mathematics in England, and progress with arrangements for bursaries for ICME13 and with the preparations for BCME9. The Council also discussed the emerging findings from ACME's Initial Teacher Education project.

In the afternoon there was a presentation and discussion on the work of the National STEM Centre by Gill Collinson, Head of the National STEM Centre, and Stephen Lyon, its mathematics specialist. The presentation covered the centre's key priorities, how it supported teaching and learning. The discussion focussed on the relationship between STEM as a whole and mathematics.

BCME Committee

The eighth British Congress of Mathematics Education (BCME8) was held on 14–17 April 2014 at the East Midlands Conference Centre, University of Nottingham. The BCME Committee which organised this event in collaboration with ATM and the MA was chaired by James Nicholson. The JMC is very grateful to him and to all whose efforts made the event such a notable success. There were 466 delegates registered who were able to hear three plenary lectures (by Lord Winston, Jill Adler and Malcolm Swan) as well as attend many talks, presentations and workshops, including a research strand organised by BSRLM.

Following an open call, David Martin was appointed in September 2014 as Chair of the BCME Committee until BCME9 in 2018. Further open calls were made in the autumn of 2014 for the positions of Secretary and Treasurer of the BCME Committee; in January 2015 Peter Ransom was appointed as Secretary of the BCME Committee and in May 2015 Paul Metcalf was appointed as Treasurer of the BCME Committee. Communications, Programme and Venue Committees have been established, as well as a Reference Group involving all Participating Societies. A Memorandum of Understanding is being negotiated with ATM and the MA.

Working Groups

There were no Working Groups during the period from 1 January 2014 to 30 September 2015.

ACME

The JMC has continued to interact strongly with the Advisory Committee on Mathematics Education, to mutual benefit. In addition, JMC is represented formally by its Chair, or his deputy, at the termly ACME meetings when the DfE is present. At its June meeting each year, the Executive Committee was joined for the second part of its meeting by representatives of ACME to discuss ACME's Annual Report. JMC also carried out its usual functions in respect of appointment of new members to ACME and review of publications.

The Royal Society is reviewing the governance arrangements for ACME in discussion with JMC. It is intended that a memorandum of understanding between The Royal Society and JMC concerning the governance of ACME will be agreed.

Representation

Joint Ministerial STEM Advisory Group The JMC is represented on this group, by the Chair (or his deputy). Meetings of the group were co-chaired by ministers from BIS and DfE.

ACME: A Level Discussion Meeting Peter Thomas represented the JMC at this meeting on 28 August 2014.

AQA Stakeholder Reference Group for GCSE Mathematics Reform David Martin was the JMC's representative on this group which met from February to April 2014.

Bowland Trust Seminar: What can we learn from Japan about professional development for mathematics teachers? Ros Hyde represented the JMC at this meeting on 1 December 2014.

Council for Subject Associations The JMC joined the CfSA on 28 April 2014 and is represented on it by Alison Clark-Wilson.

DfE roundtable on a campaign to promote maths, the sciences and engineering The Chair represented the JMC at this meeting held on 23 April 2014.

The Higher Education Academy: Mathematical transitions report launch Peter Thomas represented the JMC at this meeting on 23 June 2014.

NCETM Advisory Group The JMC is represented on this group by its Chair but it has not met during the period of this report.

National Maths Hubs Forum Tony Cotton represented the JMC at the first meeting of the forum on 18 June 2014; subsequently Lynne McClure has been the JMC's representative on the forum.

Meeting with the new head of the National STEM Centre The Executive Secretary met with Gill Collinson on 28 February 2014.

Numeracy Forum Sally Barton has been the JMC's representative on the forum since its first meeting on 2 December 2013.

Meeting with Ofqual GCSE Mathematics The Chair, Margaret Brown and Sue Pope met on 10 February 2014 with Glenys Stacey (Chief Regulator) and Janet Holloway (Head of Reform) to discuss the JMC's concerning the development of the new GCSEs in Mathematics.

Ofqual A Level Mathematics Working Group Sue Pope and Peter Thomas were the JMC's representatives on this group which met from 16 April 2015 to 6 July 2015.

OCR Mathematics Consultative Forum The JMC is represented on the forum by David Martin.

Websites

The JMC's website and electronic document archives have for many years been hosted by the Open University; the JMC is very grateful to the OU and its staff for this support. At its meeting on 10 April 2014 the Executive Committee decided that the JMC should manage its website directly to allow for the more frequent and rapid updating of content. New websites have been established at www.jmc.org.uk and, for BCME, at www.bcme.org.uk. The document archives continue to be hosted by the OU.

[→ Agenda](#)

3.2 Approval of a revenue account for the year ending 30 September and a balance sheet showing the state of all funds under the control of the Council at the end of September last

[→ Agenda](#)

JMC ACCOUNTS FOR YEAR ENDING 30/9/2015

INCOME			EXPENDITURE		
	2014-15	2013-14		2014-15	2013-14
Subscriptions (current year)	8,098.67	7,710.00	Room Hire And Catering	3,644.88	5,381.80
Subscriptions (previous year)	150.00	0.00	Officers Expenses	995.05	1,540.27
Grant from ACME	0.00	6,000.00	Exec Meetings	162.44	0.00
Bank Interest	7.11	4.01	JMC Rep Exp	277.12	0.00
ACME Sponsorship	0.00	600.00	Executive Secretary	0.00	7,142.12
Miscellaneous	748.74	0.00	Working Groups / Meetings	0.00	0.00
			Insurance	348.00	348.00
			CfSA subs	200.00	100.00
			Website	100.66	0.00
			Miscellaneous	748.74	0.00
TOTAL	9,004.52	14,314.01	TOTAL	6,476.89	14,512.19

Total Surplus: (Income – Expenditure) £2,527.63 (-£198.18 in 2013/14)

	2014-15	2013-14
Current Account	1,716.73	6,196.21
Savings Account	12,749.53	5,742.42
TOTAL	14,466.26	11,938.63

Total Assets

These accounts have been checked and certified as a true record by

Print Name: PROF. A. C. M^CBRIDE

Signed: Adam C. McBride

Date: 29 October 2015

BCME ACCOUNTS FOR YEAR ENDING 30/09/2015

BCME Current Account

	Income	Expenditure	Balance
Opening Balance			£17,986.46
Transfer from PayPal	£6750.33		£24,736.79
Refund Expenses to JMC		£748.74	£23,988.05
Closing Balance			£23,988.05

BCME Savings Account

	Income	Expenditure	Balance
Opening Balance			£275.55
Interest	0.02		£275.57
Closing Balance			£275.57

BCME Paypal Account

	Income	Expenditure	Balance
Opening Balance			£6750.33
Transfer to current Acc.		£6750.33	£0.00
Closing Balance			£0.00

Paypal Account Closed.

These accounts have been checked and certified as a true record by

Print Name: _____

Signed: _____ Date: _____

Treasurer's Report

In the financial year 1st October 2014 to 30th September 2015 the JMC had a surplus of £2,527.63 compared to a deficit of £198.18 for the previous year. There are a number of items which contributed to this. The costs of the meetings has been reduced, although some costs previously included in the meetings costs are now instead counted as officers expenses. There has been a drop in both the Officers Expenses and the cost of Executive meetings as the Executive did not hold any additional meetings this year, whereas in 2014 there was an extra Executive meeting in April.

At the suggestion of the auditor, the website costs are now itemised as a separate item in the accounts.

The JMC representative item is new, and reports the costs of sending a JMC representative to a meeting when that person is not one of the officers.

There were no working groups in 2015, so there was no expenditure.

There was no increase in the cost of the indemnity insurance, and the CfSA subscription was as expected.

The Miscellaneous income and expenditure is where the JMC paid the travelling expenses for one of the meetings of the BCME committee. As the BCME committee meeting was before the transfer of the BCME accounts to the JMC Treasurer (as acting BCME Treasurer) had been completed, it was agreed that the

JMC would pay the expenses on this occasion and the money be refunded. The BCME committee has since refunded the JMC (shown as Miscellaneous Income in the accounts).

These meeting costs were the only expenditure appearing in the BCME for 2014-5. The bulk of the funds in the BCME current account will be transferred to the BCME savings account as soon as possible, but there have been some issues over paperwork and signatories with the bank as explained below.

Whilst the Auditor has been happy to sign off the JMC accounts as a true and accurate record of last year's financial activity, he was not able to sign off the BCME accounts at this time. The main reason for this is that due to a problem with the bank we have been unable to collect some of the information required for the audit.

The cause of this problem has been that the bank lost the mandate forms which added Paul Metcalf, the new BCME Treasurer, as a signatory on the BCME accounts. This meant that he was not able to register himself for electronic access to the accounts and so could not obtain the required information. I had not registered myself for online banking with the BCME accounts as I had expected Paul Metcalf to take over fairly soon after I would have set it up, and there are added levels of complexity to changing the main person who has online access to the accounts.

Budget 2015-6

Subscription Income

Size	Number		
		Current	<i>Suggested</i>
Large	11	670	690
Medium	5	330	340
Small	5	155	160
Observer	10	131	164
Total Income		11,105	11,730

The subscription income based on the current values, and the increased values that were proposed last year are shown above for the current number of JMC members. I propose that we increase the subscriptions as discussed last year and the have a full review in a year's time. This is because we are expecting an increase in the meeting costs from the RSS.

Expenditure

	2014-15 Expenditure	<i>Budget for 15-16</i>
Room Hire And Catering	3,644.88	5,000.00
Officers Expenses	1,095.71	1,200.00
Exec Meetings	162.44	200.00
JMC Rep Exp	277.12	300.00
Working Groups / Meetings	0.00	0.00
Insurance	348.00	360.00
CfSA subs	200.00	200.00
TOTAL	5728.15	7260.00

The expenditure above assumes a big increase in the RSS charge for hosting the meetings. I have also allowed for an increase in travel costs which makes up most of the remaining officer and JMC Rep expenditure. I have assumed that the CfSA subs stay the same, and that this year there will be an increase in the insurance costs.

This budget shows a surplus of either £3845 or £4470 depending on what level of subscriptions we set.

[→ Agenda](#)

4.1 Approval of the list of Participating Societies and Observing Societies

[→ Agenda](#)

Participating Societies

Adults Learning Mathematics
Association of Mathematics Education Teachers
Association of Teachers of Mathematics
British Society for Research into Learning Mathematics
British Society for the History of Mathematics
Conference of Heads of Departments of Mathematical Sciences
Edinburgh Mathematical Society
Institute of Mathematics and its Applications
London Mathematical Society
The Mathematical Association
Mathematics in Education and Industry
National Association for Numeracy and Mathematics in Colleges
National Association of Mathematics Advisers
National Numeracy
National STEM Centre
NRICH representing the Millennium Mathematics Project
Operational Research Society
Royal Academy of Engineering
Royal Statistical Society
United Kingdom Mathematics Trust
Wales Institute of Mathematical and Computational Sciences

Observing Societies

Advisory Committee on Mathematics Education
Department for Education [England]
Department of Education [Northern Ireland]
Education Scotland
The Higher Education Academy
National Centre for Excellence in the Teaching of Mathematics
National College for Teaching and Leadership
Office for Standards in Education
The Office of Qualifications and Examinations Regulation
The Royal Society

[→ Agenda](#)

4.2 Formal announcement of the result of the election of the Chair

[→ Agenda](#)

By the close of nominations, only two nominations had been received, those of Paul Glaister and Lynne McClure. At the counting of the votes following a secret ballot, Paul Glaister was found to have received the majority of the votes cast.

[→ Agenda](#)

4.3 Appointment or re-appointment of co-opted members

[→ Agenda](#)

It is proposed that Tim Rowland is appointed and Chris Budd and David Martin are re-appointed as co-opted members of the JMC. (Tim Rowland is the retiring Chair of the JMC, Chris Budd is the UK Representative to the International Commission on Mathematics Instruction and David Martin is the Chair of the BCME Committee of the JMC.)

[→ Agenda](#)

5.1 Election of two members of the Executive Committee

[→ Agenda](#)

By the close of nominations, only two nominations had been received, those of Sally Barton and Sue Pope.

[→ Agenda](#)

THE JOINT MATHEMATICAL COUNCIL OF THE UNITED KINGDOM

DRAFT

**Constitution of a Charitable Incorporated Organisation
with voting members other than its charity trustees**

(‘Association’ constitution)

Date of registration:

1. Name

The name of the Charitable Incorporated Organisation is The Joint Mathematical Council of the United Kingdom (the “Council”).

2. National location of principal office

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

3. Objects

[The objects of the Council are, for the public benefit, to advance the knowledge, understanding, study and education of the public in the subject of mathematics, including by:

- 3.1. sharing knowledge, best practice and teaching methods amongst individuals and organisations teaching mathematics; and
- 3.2. liaising with mathematical bodies, national education policy makers and government in furthering the objects.]

Nothing in this constitution shall authorise an application of the property of the Council 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 Council has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, but without limitation, the Council’s powers include power to:

- 4.1. promote communication between mathematical bodies in the United Kingdom;
- 4.2. co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.3. establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- 4.4. acquire, merge with or to enter into partnership or joint venture arrangement with any other charity;
- 4.5. borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Council must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;

- 4.6. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.7. sell, lease or otherwise dispose of all or any part of the property belonging to the Council. In exercising this power, the Council must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.8. employ and remunerate such staff as are necessary for carrying out the work of the Council. The Council may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses; and
- 4.9. deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Council 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 Council must be applied solely towards the promotion of the objects.
 - 5.1.1. A charity trustee is entitled to be reimbursed from the property of the Council or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Council.
 - 5.1.2. A charity trustee may benefit from trustee indemnity insurance cover purchased at the Council'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 Council may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Council. This does not prevent a member who is not also a charity trustee receiving:
 - 5.2.1. a benefit from the Council as a beneficiary of the Council; or
 - 5.2.2. reasonable and proper remuneration for any goods or services supplied to the Council.
- 5.3. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

6.1. General provisions

No charity trustee or connected person may:

- 6.1.1. buy or receive any goods or services from the Council on terms preferential to those applicable to members of the public;
- 6.1.2. sell goods, services, or any interest in land to the Council;
- 6.1.3. be employed by, or receive any remuneration from, the Council;
- 6.1.4. receive any other financial benefit from the Council;

unless the payment or benefit is permitted by clause 6.2 or authorised by the court or the Charity Commission (the "Commission"). 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 trustees' or connected persons' benefits

- 6.2.1. A charity trustee or connected person may receive a benefit from the Council as a beneficiary of the Council provided that a majority of the trustees do not benefit in this way.
- 6.2.2. A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Council where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 6.2.3. Subject to clause 6.3 a charity trustee or connected person may provide the Council with goods that are not supplied in connection with services provided to the Council by the charity trustee or connected person.
- 6.2.4. A charity trustee or connected person may receive interest on money lent to the Council at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.2.5. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Council. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.2.6. A charity trustee or connected person may take part in the normal trading and fundraising activities of the Council on the same terms as members of the public.

6.3. Payment for supply of goods only — controls

The Council and its charity trustees may only rely upon the authority provided by clause 6.2.3 if each of the following conditions is satisfied:

- 6.3.1. The amount or maximum amount of the payment for the goods is set out in a written agreement between the Council and the charity trustee or connected person supplying the goods (the "supplier").
- 6.3.2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 6.3.3. The other charity trustees are satisfied that it is in the best interests of the Council to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- 6.3.4. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Council.
- 6.3.5. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- 6.3.6. The reason for their decision is recorded by the charity trustees in the minute book.
- 6.3.7. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4. In clauses 6.2 and 6.3:

- 6.4.1. the "Council" includes any company in which the Council:

- 6.4.1.1. holds more than 50% of the shares; or
- 6.4.1.2. controls more than 50% of the voting rights attached to the shares; or
- 6.4.1.3. has the right to appoint one or more directors to the board of the company;
- 6.4.2. "connected person" includes any person within the definition set out in clause 28 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

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

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

8. Liability of members to contribute to the assets of the Council if it is wound up

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

9. Membership of the Council

9.1. Admission of members

- 9.1.1. The voting members of the Council shall consist of the following:
 - 9.1.1.1. the Officers from time to time; and
 - 9.1.1.2. the Participating Societies.
- 9.1.2. The Council shall also have two principal categories of non-voting members, consisting of the following:
 - 9.1.2.1. the Co-opted Members; and
 - 9.1.2.2. the Observing Societies.
- 9.1.3. Other references in this constitution to "members" and "membership" do not apply to non-voting members (unless otherwise stated), and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

Voting members: the Officers

- 9.1.4. The individual Officers from time to time (elected in accordance with clause 12 below) shall be voting members of the Council.

Voting members: Participating Societies

- 9.1.5. The Council may admit organisations that are interested in furthering the objects of the Council as voting members (“Participating Societies”) in accordance with this constitution.
- 9.1.6. A Participating Society may be a corporate body or an organisation which is not incorporated.
- 9.1.7. The initial Participating Societies on the Council shall be those organisations that were recognised as Participating Societies of the Joint Mathematical Council of the United Kingdom (the unincorporated association) at the date of registration of the Council by the Charity Commission (the “Initial Participating Societies”).
- 9.1.8. With the exception of the Initial Participating Societies, no organisation may become a Participating Society unless:
- 9.1.8.1. it has applied for membership in a manner approved by the Council; and
 - 9.1.8.2. the Council has approved the application.
- The Council may in its absolute discretion decline to accept any organisation as a Participating Society and shall, in such circumstances, give the applicant their reasons for doing so within one month of the decision being taken.
- 9.1.9. The Council may from time to time prescribe criteria for membership as a Participating Society, but will not be obliged to accept organisations fulfilling those criteria as members.
- 9.1.10. All Participating Societies (including the Initial Participating Societies) shall appoint an authorised representative to attend meetings of the Council in accordance with clause 9.1.17 below.

Non-voting members: Co-opted Members

- 9.1.11. The Council may co-opt individuals who are interested in furthering the objects of the Council to join as non-voting members (“Co-opted Members”).
- 9.1.12. The number of Co-opted Members at any given time shall not exceed one half of the total number of Participating Societies.
- 9.1.13. A Co-opted Member shall always retire from the Council at the Annual General Meeting following his or her appointment, at which time the Council may choose to re-appoint the relevant individual as a Co-opted Member (subject to clause 9.1.14 below).
- 9.1.14. A Co-opted Member may not be appointed to the Council at more than four consecutive Annual General Meetings (unless the Council resolves to override this provision in respect of a particular individual by a two-thirds majority vote).

Non-voting members: Observing Societies

- 9.1.15. The Council may admit organisations to attend the proceedings of the Council as observers and non-voting members of the Council (“Observing Societies”).
- 9.1.16. All Observing Societies shall appoint an authorised representative to attend meetings of the Council in accordance with clauses 9.1.17 and 9.1.18 below.

Authorised representatives of organisations

- 9.1.17. Each of the Participating Societies (including the Initial Participating Societies) and Observing Societies shall, in accordance with its own decision-making process, authorise one person to act as their representative at general meetings of the Council, and vote if applicable. Evidence of the appointment of the representative must be provided in such form as the Council may reasonably require.
- 9.1.18. Each authorised representative shall only hold office until the start of the Annual General Meeting following his or her appointment, at which time the relevant Participating Society or Observing Society may choose to re-appoint the relevant person or appoint a different person as its authorised representative in accordance with clause 9.1.17 above.

9.2. Membership fees

The Council may at its discretion levy subscriptions on the various classes of Council members (both voting and non-voting), with such rates being determined each year at the Annual General Meeting.

9.3. Register of members

The names of all members must be entered in the register of members, which shall include (where relevant) a note of any authorised representatives appointed from time to time.

9.4. Transfer of membership

Membership of the Council cannot be transferred to anyone else except in the case of an individual representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative.

9.5. Duty of members

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

9.6. Termination of membership

- 9.6.1. Membership of the Council (both voting and non-voting) comes to an end if:
- 9.6.1.1. the member dies, or, in the case of an organisation that organisation ceases to exist; or
 - 9.6.1.2. the member is an Officer and their term comes to an end;
 - 9.6.1.3. the member sends a notice of resignation to the charity trustees; or
 - 9.6.1.4. any sum of money owed by the member to the Council is not paid in full within six months of its falling due (unless the charity trustees resolve to override this provision in respect of a particular member); or
 - 9.6.1.5. the Council decide that it is in the best interests of the Council that the member in question should be removed from membership, and pass a resolution by a two-thirds majority vote to that effect.
- 9.6.2. Before the Council take any decision to remove someone from membership of the Council they must:
- 9.6.2.1. inform the member of the reasons why it is proposed to remove him, her or it from membership;

- 9.6.2.2. give the member at least 21 clear days' notice in which to make representations to the Council as to why he, she or it should not be removed from membership;
- 9.6.2.3. at a duly constituted meeting of the Council, consider whether or not the member should be removed from membership;
- 9.6.2.4. consider at that meeting any representations which the member makes as to why the member should not be removed; and
- 9.6.2.5. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

9.7. Other classes of informal or associate (non-voting) membership

- 9.7.1. The Council may create other associate classes of non-voting membership (in addition to the Co-opted Members and the Observing Societies), 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. Clause 9.1.3 relating to references in the constitution to "members" and "membership" applies to any such classes of non-voting members.

10. Member's decisions

10.1. General provisions

Except for those decisions that must be taken in a particular way as indicated in clause 10.4, decisions of the Council may be taken either:

- 10.1.1. by vote at a general meeting, as provided in clause 10.2 of this clause; or
- 10.1.2. by written resolution as provided in clause 10.3 of this clause.

10.2. Taking ordinary decisions by vote

Subject to clause 10.4, any decision of the Council 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 (unless otherwise stated) including votes cast by postal or email ballot, and proxy votes (if applicable).

10.3. Taking ordinary decisions by written resolution without a general meeting

- 10.3.1. Subject to clause 10.4, a resolution in writing agreed by a simple majority (unless otherwise required) 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:
 - 10.3.1.1. a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - 10.3.1.2. a simple majority of members (unless otherwise required) has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 clear 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, authenticated by the signature of its authorised representative), by a statement of their identity accompanying the document, or in such other manner as the Council 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 voting members of the Council on the date when the proposal is first circulated in accordance with clause 10.3.1 above.

Member proposal for a written resolution

- 10.3.4. Not less than one third of the voting members of the Council may request the charity trustees to make a proposal for a decision in writing by the members.
- 10.3.5. The charity trustees must within 21 clear days of receiving such a request comply with it if:
 - 10.3.5.1. the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - 10.3.5.2. the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - 10.3.5.3. effect can lawfully be given to the proposal if it is so agreed.
- 10.3.6. Sub-clauses 10.3.1 to 10.3.3 above apply to a proposal made at the request of members.

10.4. Decisions that must be taken in a particular way

- 10.4.1. Any decision to remove a trustee must be taken in accordance with clause 14.2.
- 10.4.2. Any decision to amend this constitution must be taken in accordance with clause 26 of this constitution (Amendment of Constitution).
- 10.4.3. Any decision to wind up or dissolve the Council must be taken in accordance with clause 27 of this constitution (Voluntary winding up or dissolution).
- 10.4.4. Any decision to amalgamate or transfer the undertaking of the Council to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.
- 10.4.5. Any decisions in relation to the election of Officers and Elected Trustees must be taken in accordance with clause 12.

11. General meetings of members

11.1. Annual general meeting (and other general meetings)

- 11.1.1. There must be an annual general meeting (“AGM”) of the members of the Council in [November or December] of each year.
- 11.1.2. At the AGM, the Council must:
 - 11.1.2.1. receive a report on the Council’s activities during the preceding year;
 - 11.1.2.2. receive the annual statement of accounts (duly audited or examined where applicable) and the trustees’ annual report;
 - 11.1.2.3. announce formally the result of the election of any Officers (if applicable) during the preceding year;
 - 11.1.2.4. elect the Elected Trustees (if applicable) as required under clause 12;

- 11.1.2.5. approve the list of Participating Societies and Observing Societies;
 - 11.1.2.6. appoint (or re-appoint) Co-opted Members if applicable; and
 - 11.1.2.7. transact any other business brought forward by the charity trustees or by the chairman at his discretion or by the members in accordance with the constitution.
- 11.1.3. Copies of the annual statement of accounts and the trustees' annual report adopted by the Council shall be circulated to all Participating Societies and Observing Societies (at the discretion of the trustees) within two months of the AGM in question.
- 11.1.4. Other general meetings of the members of the Council may be held at any time, [but the Council shall hold at least one additional general meeting in every calendar year].
- 11.1.5. All general meetings must be held in accordance with the following provisions.
- 11.2. Calling general meetings**
- 11.2.1. The charity trustees must call:
- 11.2.1.1. the AGM of the members of the Council in accordance with clause 11.1; and
 - 11.2.1.2. an additional general meeting of the members in accordance with clause 11.1.4.
- 11.2.2. Other general meetings of the Council may be called at any time by:
- 11.2.2.1. the Chair; or
 - 11.2.2.2. a majority of the charity trustees; or
 - 11.2.2.3. a requisite majority of the voting members of the Council, in accordance with clauses 11.2.3 to 11.2.9 below.
- Member request for a general meeting**
- 11.2.3. The charity trustees must, within 28 clear days, call a general meeting of the members of the Council if:
- 11.2.3.1. they receive a request to do so from at least two thirds of the voting members of the Council; and
 - 11.2.3.2. the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- 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 charity trustees at the request of the members of the Council must be held within 28 clear days from the date on which it is called.

- 11.2.7. If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- 11.2.8. A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- 11.2.9. The Council must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Council shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

11.3. **Notice of general meetings**

- 11.3.1. The Secretary (on behalf of the charity trustees) or, as the case may be, the relevant members of the Council, must give at least 28 clear days' notice of any general meeting to all of the members and to any charity trustee of the Council who is not a member (if applicable).
- 11.3.2. An agenda for the meeting must also be sent out to all members following any such notice, arriving at least 5 clear days before the relevant meeting.
- 11.3.3. If it is agreed by not less than 90% of all voting members of the Council, any resolution may be proposed and passed at the 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 2011 or by the General Regulations.
- 11.3.4. The notice of any general meeting must:
 - 11.3.4.1. if the meeting is the AGM, identify the meeting as such;
 - 11.3.4.2. state the time and date of the meeting, and give the address at which the meeting is to take place;
 - 11.3.4.3. 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;
 - 11.3.4.4. if a proposal to alter the constitution of the Council is to be considered at the meeting, include the text of the proposed alteration; and
 - 11.3.4.5. include details of persons standing for election or re-election as a trustee, or where allowed under clause 20 (Use of electronic communication), details of where the information may be found on the Council's website, and with the notice for the AGM draft copies of the annual statement of accounts and trustees' annual report.
- 11.3.5. 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.
- 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 Council.

11.4. **Chairing of general meetings**

The Chair of the Council shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Council who are present at a general meeting shall elect a chair to preside at the meeting.

11.5. Quorum at general meetings

- 11.5.1. No business may be transacted at any general meeting of the members of the Council unless a quorum is present when the meeting starts.
- 11.5.2. Subject to the following provisions, the quorum for general meetings shall be one third of the voting members. An organisation represented by a person present at the meeting in accordance with clause 9.1.17, is counted as being present in person.
- 11.5.3. If the meeting has been called by or at the request of the members and a quorum is not present within 1 hour of the starting time specified in the notice of the meeting, the meeting is closed.
- 11.5.4. 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 either be announced by the Chair or be notified to the Council's members at least seven clear days before the date on which it will resume.
- 11.5.5. 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.
- 11.5.6. 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.

11.6. Voting at general meetings

- 11.6.1. Any decision other than one falling within clause 10.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes if applicable) (unless otherwise stated). Every member has one vote (unless otherwise provided in the rights of a particular class of membership under this constitution or any accompanying Rules).
- 11.6.2. A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the Chair or by at least 10% of the members present in person or by proxy at the meeting.
- 11.6.3. 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 28 clear days of the demand for the poll.
- 11.6.4. A poll may be taken:
 - 11.6.4.1. at the meeting at which it was demanded; or
 - 11.6.4.2. at some other time and place specified by the chair; or
 - 11.6.4.3. through the use of postal or electronic communications (in accordance with clause 11.8).
- 11.6.5. 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.

Casting vote of the chair of the meeting

- 11.6.6. 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.

11.7. Proxy voting

- 11.7.1. Any voting member of the Council (or authorised representative of a voting member) who is unable to attend a general meeting may appoint another person as a deputy (or "proxy") to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the Council. Proxies must be appointed by a notice in writing (a "proxy notice") which:

11.7.1.1. states the name and address of the voting member appointing the proxy;

11.7.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

11.7.1.3. is signed by or on behalf of the voting member appointing the proxy, or is authenticated in such manner as the Council may determine; and

11.7.1.4. is delivered to the Council in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

- 11.7.2. 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.

- 11.7.3. Unless a proxy notice indicates otherwise, it must be treated as:

11.7.3.1. 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

11.7.3.2. 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.

- 11.7.4. A voting 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 Council by or on behalf of that member, and an appointment under a proxy notice may be revoked by notifying the Council.

11.8. Postal voting

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

- 11.8.2. If postal and / or email voting is to be allowed on a matter, the Council must send to voting members of the Council in advance of the deadline for receipt of votes cast in this way:

11.8.2.1. a notice by email, if the member has agreed to receive notices in this way under clause 20 (Use of electronic communication, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned

by email or post to the Council, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

- 11.8.2.2. a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- 11.8.3. The charity trustees may determine how postal and / or email votes are to be returned to the Council in relation to a particular vote.
- 11.8.4. 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.
- 11.8.5. Votes cast by post or email must be counted by the charity trustees before the meeting at which the vote is to be taken, and the Chair must be provided with written confirmation of the number of valid votes received by post and email and any votes received which were invalid.
- 11.8.6. The charity trustees (or other person overseeing voting at a general meeting) must ensure that a member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- 11.8.7. The charity trustees must not disclose the result of the postal / email ballot until after votes taken by hand or by poll at the meeting (or by poll after the meeting) have been counted. Only at this point shall the charity trustees declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 11.8.8. Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two other members of the Council. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

11.9. **Adjournment of meetings**

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

12. **Charity trustees**

12.1. **Functions and duties of charity trustees**

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

- 12.1.1. to exercise his or her powers and to perform his or her functions as a trustee of the Council in the way he or she decides in good faith would be most likely to further the purposes of the Council; and
- 12.1.2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - 12.1.2.1. any special knowledge or experience that he or she has or holds himself or herself out as having; and

- 12.1.2.2. if he or she acts as a charity trustee of the Council 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.

12.2. Eligibility for trusteeship

- 12.2.1. Every charity trustee must be a natural person.
- 12.2.2. No one may be appointed as a charity trustee:
 - 12.2.2.1. if he or she is under the age of 18 years; or
 - 12.2.2.2. if he or she would automatically cease to hold office under the provisions of clause 14.1.6.
- 12.2.3. 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.

12.3. Number of charity trustees

- 12.3.1. The charity trustees shall consist of the following:
 - 12.3.1.1. the Officers of the Council from time to time, being the:
 - 12.3.1.1.1. Chair;
 - 12.3.1.1.2. [Deputy Chair];
 - 12.3.1.1.3. Secretary; and
 - 12.3.1.1.4. Treasurer;
 - 12.3.1.2. two Elected Trustees; and
 - 12.3.1.3. two Co-opted Trustees, subject to the further co-options permitted under clauses 12.5.9.2 and 12.6.7.
- 12.3.2. There must be at least four charity trustees at any given time. 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.
- 12.3.3. The maximum number of charity trustees that can be appointed is as provided in clause 12.3.1. No trustee appointment may be made in excess of these provisions.

12.4. First charity trustees

The first charity trustees (including the first Officers) of the Council are as follows, and are appointed for the following terms:

Trustee name	Role	Deemed retirement date
[NAME]	Chair	[DATE]
[NAME]	Secretary	[DATE]
[NAME]	Treasurer	[DATE]

[NAME]	Elected Trustee	[DATE]
[NAME]	Elected Trustee	[DATE]
[NAME]	Co-opted Trustee	[DATE]
[NAME]	Co-opted Trustee	[DATE]

12.5. The Officers

- 12.5.1. The Council shall elect suitable individuals to serve as the officers of the Council, being the Chair, [Deputy Chair], Secretary and Treasurer (the "Officers").
- 12.5.2. The Council may define the roles of the elected Officer positions, and assign specific responsibilities to such roles (in separate Rules if required).
- 12.5.3. Apart from the first Officers (who shall retire on their deemed retirement date listed above), all elected Officers shall retire at the end of the third AGM following their appointment, resulting in a term of approximately three years.
- 12.5.4. The charity trustees will seek to ensure that a three-year cycle of appointments is maintained, with the election at the AGM of:
- 12.5.4.1. the Chair [and Deputy Chair] in the same year;
- 12.5.4.2. the Secretary in the following year; and
- 12.5.4.3. the Treasurer in the next following year.
- 12.5.5. An Officer who has served for two consecutive terms may not be reappointed as an Officer for a third consecutive term or otherwise serve as a charity trustee, but may be eligible for reappointment as a charity trustee after an interval of at least [one] year.
- 12.5.6. Subject to clause 12.2, any person may be eligible for nomination and appointment as an Officer, meaning a nominee does not need to be an authorised representative of a Participating Society (or Observing Society).
- 12.5.7. If an authorised representative of a Participating Society (or Observing Society) is elected as an Officer:
- 12.5.7.1. their appointment as representative will automatically cease upon the commencement of their term as Officer; and
- 12.5.7.2. the relevant Participating Society (or Observing Society) must appoint a new authorised representative in their place.

Casual vacancies among the Officer roles

- 12.5.8. In the event of a casual vacancy arising among the Officers due to a retirement or removal in accordance with clause 14, the charity trustees may designate one of the other charity trustees to serve as the "Acting" Chair, [Deputy Chair], Secretary or Treasurer to serve the remainder of the term of the Officer they replace. This will allow for the three-year cycle of appointments to continue and for a full nomination process to take place in respect of the Officer role. For this purpose, a charity trustee may hold more than one Officer position.
- 12.5.9. In the event of a vacancy arising due to a failure of the Council to elect an Officer at an AGM or general meeting, the charity trustees may:

- 12.5.9.1. designate one of the existing charity trustees to serve in the Officer role for the full length of the intended term, in accordance with clause 12.5.8 above; or
- 12.5.9.2. co-opt an individual as an additional charity trustee from among the authorised representatives of the Participating Societies (or Observing Societies) to serve in the relevant Officer role for the full length of the intended term.

12.6. **The Elected Trustees**

- 12.6.1. The Council shall elect two of the authorised representatives of Participating Societies to serve as charity trustees (the "Elected Trustees") at the AGM in a relevant year.
- 12.6.2. Apart from the first Elected Trustees (who shall retire on their deemed retirement date listed above), all Elected Trustees shall retire at the end of the third AGM following their appointment, resulting in a term of approximately three years.
- 12.6.3. In order to be eligible for nomination for the position of an Elected Trustee, the relevant person will need to be the anticipated authorised representative of a Participating Society for the ensuing three years.
- 12.6.4. Existing Elected Trustees may put themselves forward for re-election but must comply with the formal nomination process described at clause 12.7.
- 12.6.5. An Elected Trustee who has served for two consecutive terms (meaning a continuous term of approximately six years) may not be reappointed for a third consecutive term or otherwise serve as a charity trustee, but may be eligible for reappointment as a charity trustee after an interval of at least one year. The Council may though resolve to override this provision in respect of a particular individual by a two-thirds majority vote.
- 12.6.6. When an authorised representative of a Participating Society is elected as an Elected Trustee, their appointment as representative of the relevant Participating Society on the Council shall continue.

Casual vacancies among the Elected Trustees

- 12.6.7. In the event of a casual vacancy arising among the Elected Trustees due to a retirement or removal in accordance with clause 14 or a failure of the Council to elect an Elected Trustee at an AGM, the charity trustees may co-opt an individual as an additional charity trustee from among the authorised representatives of the Participating Societies (or Observing Societies) to serve the remainder of the term of the relevant Elected Trustee.

12.7. **Nomination process**

- 12.7.1. The Secretary (or such other individual as the charity trustees may appoint) shall have general responsibility for organisation and administration of the election of the Officers and the Elected Trustees, including receipt of nominations and the role of returning officer.
- 12.7.2. Each year the Secretary must write to all of the Participating Societies calling for formal nominations [as follows:
 - 12.7.2.1. in respect of any Officer roles becoming vacant at the next AGM, by the end of [March] in the relevant year; and
 - 12.7.2.2. in respect of the Elected Trustees being appointed at the next AGM, by the end of [August] in the relevant year.]

- 12.7.3. Nominations for Officers and Elected Trustees may be made by a Participating Society or by an authorised representative of a Participating Society, [who must ensure the Secretary receives any such nominations:
- 12.7.3.1. in respect of any Officer roles, by the end of [April] in the relevant year; and
 - 12.7.3.2. in respect of the Elected Trustees, by the end of September] in the relevant year.]
- 12.7.4. The formal nomination must be made in writing and consist of:
- 12.7.4.1. a statement by the relevant nominee confirming that they are willing to stand for election;
 - 12.7.4.2. a short statement by nominee of what they will bring to the post [(of not more than 1 page of A4)];
 - 12.7.4.3. a short CV in respect of the relevant nominee [(of not more than 1 page of A4)]; and
 - 12.7.4.4. in the case of an Officer role, a formal indication of support for the nominee in writing from [at least two] Participating Societies, to show a breadth of support for an individual who is to serve the entire Council.
- 12.7.5. A Participating Society must not nominate (or provide written support for) more than one individual for any Officer role. For clarity, a Participating Society may nominate an individual within, or an authorised representative of, another Participating Society if it wishes.

Nomination for Chair by the charity trustees

- 12.7.6. If the position of Chair is being filled at the next AGM, the Secretary shall also write to the charity trustees calling for a formal nomination in respect of this particular role.
- 12.7.7. If the charity trustees make a nomination for the position of Chair pursuant to clause 12.7.6, they must ensure the Secretary receives the nomination [by the end of [April] in the relevant year].
- 12.7.8. A formal nomination of the charity trustees must comply with all the requirements in clause 12.7.4 except clause 12.7.4.4 (in respect of the formal indication of support from two of the Participating Societies).

12.8. Election process for Officers (at a general meeting prior to the AGM)

- 12.8.1. If there is no more than one nominee for any Officer role in a given year, the relevant individual shall be appointed to the role automatically at the relevant time without the need for a further ballot.
- 12.8.2. If the Secretary receives more than one nomination for an Officer role by the required deadline, the Council shall hold an election for the role by secret ballot at a general meeting of the Council [held no later than the end of June].
- 12.8.3. The Secretary shall announce a forthcoming election in respect of an Officer role at both the trustees' meeting and general meeting preceding the meeting to be held pursuant to clause 12.8.2 above if possible.
- 12.8.4. The names of all nominees for any Officer roles shall be circulated with the notice of the relevant general meeting to all the voting members of the Council.

- 12.8.5. All the voting members of the Council (being the Officers and all of the Participating Societies) shall have one vote in respect of a ballot for an Officer role.
- 12.8.6. The Secretary may conduct a postal and or / email vote in accordance with clause 11.8 to ensure that all Officers and Participating Societies are able to participate in the election.
- 12.8.7. The nominee with the most number of votes shall be elected to the relevant Officer role.
- 12.8.8. In the event of a tie, the Chair will have a further casting vote, [unless the vote relates to the role of Chair, in which case the Deputy Chair will have a further casting vote].
- 12.8.9. The Secretary must notify the Council of the results of the ballot in advance of the next AGM, and invite any such Officers being appointed to attend.
- 12.8.10. Any Officers elected in this manner shall take office at the end of the subsequent AGM.

12.9. Election process for Elected Trustees (at the AGM)

- 12.9.1. If there is no more than one nominee for any Elected Trustee vacancy, the relevant individual shall be appointed to the role automatically at the relevant time without the need for a further ballot.
- 12.9.2. If the Secretary receives more than one nomination for an Elected Trustee vacancy by the required deadline, the Council shall hold an election for the role by secret ballot at the AGM of the Council.
- 12.9.3. The Secretary shall announce a forthcoming election in respect of an Elected Trustee role at both the trustees' meeting and general meeting preceding the AGM if possible.
- 12.9.4. The names of all nominees for any Elected Trustee roles shall be circulated with the notice of the AGM to all the voting members of the Council.
- 12.9.5. All the voting members of the Council (being the Officers and all of the Participating Societies) shall have two votes in respect of a ballot for the Elected Trustee roles.
- 12.9.6. The Secretary may conduct a postal and or / email vote in accordance with clause 11.8 to ensure that all Officers and Participating Societies are able to participate in the election.
- 12.9.7. The two nominees with the most numbers of votes shall be elected as the Elected Trustees.
- 12.9.8. In the event of a tie, the Chair will have up to two further casting votes.
- 12.9.9. Any Elected Trustees elected in this manner shall take office at the end of the relevant AGM.

12.10. Co-option of charity trustees

- 12.10.1. The Council may also co-opt two authorised representatives of Participating Societies to serve as charity trustees from time to time ("Co-opted Trustees").
- 12.10.2. Any such Co-opted Trustees shall serve until the next AGM following their appointment, at which time they must retire (at the end of the AGM).

- 12.10.3. The Council may choose to re-appoint an individual as a Co-opted Trustee following their retirement at the AGM, though a Co-opted Trustee who has served for [three] consecutive terms (meaning a continuous term of approximately three years) may not be reappointed for a [fourth] consecutive term or otherwise serve as a charity trustee, but may be eligible for reappointment after an interval of at least one year.
- 12.10.4. The Council may resolve to override the restriction in clause 12.10.3 above in respect of a particular individual by a two-thirds majority vote).

13. Information for new charity trustees

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

- 13.1. a copy of this constitution, a copy of any Rules issued pursuant to clause 24 and any amendments made to these documents; and
- 13.2. a copy of the Council's latest trustees' annual report and statement of accounts.

14. Retirement and removal of charity trustees

- 14.1. A charity trustee ceases to hold office if he or she:
 - 14.1.1. reaches the date when the term of office to which he or she was elected / appointed is completed and he or she is not re-elected / reappointed to a further term;
 - 14.1.2. retires by notifying the Council in writing (but only if three charity trustees will remain in office when the notice of resignation takes effect);
 - 14.1.3. ceases to be the authorised representative for their Participating Society, in the case of an Elected Trustee or Co-opted Trustee;
 - 14.1.4. is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - 14.1.5. dies;
 - 14.1.6. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 14.1.7. is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - 14.1.8. is the subject of a resolution passed by at least two-thirds of the charity trustees eligible to vote, requiring that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify the removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or making written representations to the trustees; or
 - 14.1.9. is removed by the voting members of the Council in accordance with clauses 14.2 and 14.3.
- 14.2. A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in

accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

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

15. Taking of decisions by charity trustees

Any decision may be taken either:

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

16. Delegation by charity trustees

- 16.1. The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- 16.2. 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:
- 16.2.1. a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- 16.2.2. 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
- 16.2.3. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

17. Meetings and proceedings of charity trustees

17.1. Calling meetings

- 17.1.1. Any two charity trustees may call a meeting of the charity trustees.
- 17.1.2. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

17.2. Chairing of meetings

- 17.2.1. The Chair of the Council shall, if present and willing to act, preside as chair of the meeting. If the Chair is unwilling to preside or is not present within 30 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

17.3. Procedure at meetings

- 17.3.1. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four charity trustees, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be

counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

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

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

17.4. Participation in meetings by electronic means

17.4.1. 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.

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

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

18. Saving provisions

18.1. Subject to clause 18.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

18.1.1. who was disqualified from holding office;

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

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

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

18.2. Clause 18.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 18.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

19. Execution of documents

19.1. The Council shall execute documents either by signature or by affixing its seal (if it has one).

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

19.3. If the Council has a seal:

19.3.1. it must comply with the provisions of the General Regulations; and

19.3.2. it must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

20. Use of electronic communications

20.1. General

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

- 20.1.1. the requirement to provide within 21 clear days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- 20.1.2. any requirements to provide information to the Commission in a particular form or manner.

20.2. To the Council

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

20.3. By the Council

- 20.3.1. Any member or charity trustee of the Council, by providing the Council with his or her email address or similar, is taken to have agreed to receive communications from the Council in electronic form at that address, unless the member has indicated to the Council his or her unwillingness to receive such communications in that form.
- 20.3.2. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - 20.3.2.1. provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
 - 20.3.2.2. give charity trustees notice of their meetings in accordance with clause 17.1 (Calling meetings); and
 - 20.3.2.3. submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the Council's powers under clause 10 (Members' decisions), 10.3 (Decisions taken by resolution in writing), or the provisions for postal voting (clause 11.8).
- 20.3.3. The charity trustees must :
 - 20.3.3.1. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
 - 20.3.3.2. send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

21. Keeping of Registers

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

22. Minutes

The Secretary (on behalf of the charity trustees) must keep (or collate) minutes of all:

- 22.1. appointments of Officers;

- 22.2. proceedings at general meetings of the Council;
- 22.3. meetings of the charity trustees and committees of charity trustees including:
 - 22.3.1. the names of the trustees present at the meeting;
 - 22.3.2. the decisions made at the meetings; and
 - 22.3.3. where appropriate, the reasons for the decisions; and
- 22.4. decisions made by the charity trustees otherwise than in meetings.

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

- 23.1. The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns.
- 23.2. The Treasurer (on behalf of the charity trustees) shall be responsible for preparing the annual statements of accounts, and may request another authorised representative of a Participating Society to review the annual statement of accounts on behalf of the Council.
- 23.3. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Council, within 10 months of the financial year end.
- 23.4. The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Council entered on the Central Register of Charities..

24. Rules

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

25. Disputes

If a dispute arises between members of the Council about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

26. Amendment of constitution

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

- 26.1. This constitution can only be amended:
 - 26.1.1. by resolution agreed in writing by all members of the Council; or
 - 26.1.2. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Council.
- 26.2. Any alteration of clause 3 (Objects), clause 27 (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 Council or persons connected with them, requires the prior written consent of the Charity Commission.
- 26.3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

- 26.4. A copy of any resolution altering the constitution, together with a copy of the Council's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

27. Voluntary winding up or dissolution

- 27.1. As provided by the Dissolution Regulations, the Council may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Council can only be made:
- 27.1.1. at a general meeting of the members of the Council called in accordance with clause 11 (Meetings of Members), of which not less than 28 clear days' notice has been given to those eligible to attend and vote:
 - 27.1.1.1. by a resolution passed by a 75% majority of those voting, or
 - 27.1.1.2. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - 27.1.2. by a resolution agreed in writing by all members of the Council.
- 27.2. Subject to the payment of all the Council's debts:
- 27.2.1. Any resolution for the winding up of the Council, or for the dissolution of the Council without winding up, may contain a provision directing how any remaining assets of the Council shall be applied.
 - 27.2.2. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Council shall be applied.
 - 27.2.3. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Council.
- 27.3. The Council must observe the requirements of the Dissolution Regulations in applying to the Commission for the Council to be removed from the Register of Charities, and in particular:
- 27.3.1. the charity trustees must send with their application to the Commission:
 - 27.3.1.1. a copy of the resolution passed by the members of the Council;
 - 27.3.1.2. a declaration by the charity trustees that any debts and other liabilities of the Council have been settled or otherwise provided for in full; and
 - 27.3.1.3. a statement by the charity trustees setting out the way in which any property of the Council has been or is to be applied prior to its dissolution in accordance with this constitution;
 - 27.3.2. the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Council, and to any charity trustee of the Council who was not privy to the application.
- 27.4. If the Council is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

28. Interpretation

In this constitution:

- 28.1. "**charity trustee**" means a charity trustee of the Council;

- 28.2. "**clear days**" means, in relation to a period of a notice, that period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;
- 28.3. "**Council**" means The Joint Mathematical Council of the United Kingdom;
- 28.4. the "**Communications Provisions**" means the Communications Provisions in the General Regulations;
- 28.5. "**connected person**" means:
- 28.5.1. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
 - 28.5.2. the spouse or civil partner of the charity trustee or of any person falling within clause 28.4.1 above;
 - 28.5.3. a person carrying on business in partnership with the charity trustee or with any person falling within clauses 28.4.1 and 28.4.2 above;
 - 28.5.4. an institution which is controlled –
 - 28.5.4.1. by the charity trustee or any connected person falling within clauses 28.4.1, 28.4.2 or 28.4.3; or
 - 28.5.4.2. by two or more persons falling within sub-clause 28.4.4.1, when taken together;
 - 28.5.5. a body corporate in which:
 - 28.5.5.1. the charity trustee or any connected person falling within clauses 28.4.1, 28.4.2 or 28.4.3 has a substantial interest; or
 - 28.5.5.2. two or more persons falling within clause 28.4.5.1 who, when taken together, have a substantial interest.
- (Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.)
- 28.6. "**Dissolution Regulations**" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;
- 28.7. "**General Regulations**" means the Charitable Incorporated Organisations (General) Regulations 2012;
- 28.8. the "**Officers**") means the Chair, [Deputy Chair], Secretary and Treasurer of the Council, elected in accordance with clause 12;
- 28.9. a "**poll**" means a counted vote or ballot, usually (but not necessarily) in writing.

In this constitution a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

[→ Agenda](#)