

UK NITRIDES CONSORTIUM CONSTITUTION

1. NAME

The name of the Association is UK Nitrides Consortium ('the Association')

2. OBJECTS

The objects of the Association are:

2.1 to promote research and development in the field of nitride-based compound semiconductors ('the field')

2.2 to promote effective communication and collaboration between the members and with other workers in the field

2.3 to raise awareness and improve understanding of the field

2.4 to advise and inform UK scientific policy

2.5 to undertake an educational role

('the Objects')

3. POWERS

The Association has the following powers, which may be exercised only in promoting the Objects:

3.1 To promote or carry out research

3.2 To provide advice

3.3 To publish or distribute information

3.4 To co-operate with other bodies

3.5 To support, administer or set up other charities

3.6 To raise funds (but not by means of taxable trading)

3.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)

3.8 To acquire or hire property of any kind

3.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)

3.10 To make grants or loans of money and to give guarantees

3.11 To set aside funds for special purposes or as reserves against future expenditure

- 3.12 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 3.13 To delegate the management of investments to a financial expert, but only on terms that:
 - 3.13.1 the investment policy is recorded in writing for the financial expert by the Committee
 - 3.13.2 every transaction is reported promptly to the Committee
 - 3.13.3 the performance of the investments is reviewed regularly with the Committee
 - 3.13.4 the Committee are entitled to cancel the delegation arrangement at any time
 - 3.13.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 3.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Committee on receipt
 - 3.13.7 the financial expert must not do anything outside the powers of the Committee
- 3.14 To insure the Association's property against any foreseeable risk and take out other insurance policies to protect the Association where required
- 3.15 To insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)
- 3.16 Subject to clause 9.2, to employ paid or unpaid agents, staff or advisers
- 3.17 To enter into contracts to provide services to or on behalf of other bodies
- 3.18 To pay the costs of forming the Association
- 3.19 To do anything else within the law which promotes or helps to promote the Objects

4. MEMBERSHIP

- 4.1 Membership of the Association is open to any organisation interested in promoting the Objects
- 4.2 The Committee may establish different classes of membership and set appropriate rates of subscription
- 4.3 The Committee must keep a register of members
- 4.4 A member whose subscription is six months in arrears ceases to be a member but may be readmitted on payment of the amount owing
- 4.5 A member may resign by written notice to the Association
- 4.6 The Committee may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Committee be harmful to the Association (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice)
- 4.7 Membership of the Association is not transferable

5. GENERAL MEETINGS

- 5.1 All members are entitled to attend general meetings of the Association through one or more representatives
- 5.2 General meetings are called by 21 clear days' written notice to the members specifying the business to be transacted
- 5.3 There is a quorum at a general meeting if the number of authorised representatives personally present is at least 5 (or 10% of the members if greater)
- 5.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 5.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the authorised representatives present in person
- 5.6 Except for the chair of the meeting, who has a second or casting vote, every authorised representative present in person is entitled to one vote on every issue
- 5.7 An AGM must be held in every year (except that the first AGM may be held at any time within 18 months after the formation of the Association)

- 5.8 At an AGM the authorised representatives:
- 5.8.1 receive the accounts of the Association for the previous financial year
 - 5.8.2 receive the report of the Committee on the Association's activities since the previous AGM
 - 5.8.3 elect elected Committee members to replace those retiring from office
 - 5.8.4 appoint an auditor or independent examiner for the Association where required
 - 5.8.5 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association
 - 5.8.6 discuss with all representatives and determine any issues of policy or deal with any other business put before them
- 5.9 An EGM may be called at any time by the Committee and must be called within 14 days after a written request to the Committee from at least four members

6. THE COMMITTEE

- 6.1 The Committee as charity trustees have control of the Association and its property and funds
- 6.2 The Committee when complete consists of at least three and not more than seven individuals, all of whom must belong to member organisations (but must not be paid employees) of the Association, i.e.
 - 6.2.1 the Chair
 - 6.2.2 six elected Committee members
- 6.3 At least one quarter of the elected Committee members will come from academic organisations and at least one quarter of the elected Committee members will come from industrial organisations
- 6.4 One third (or the number nearest one third) of the elected Committee members must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots

- 6.5 Every Committee member must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Committee
- 6.6 A Committee member automatically ceases to be a member of the Committee if he or she:
 - 6.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 6.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 6.6.3 is absent from three consecutive meetings of the Committee unless special dispensation is granted by the Committee
 - 6.6.4 ceases to be a member of the Association (but such a person may be reinstated by resolution of all the other members of the Committee on resuming membership of the Association)
 - 6.5.5 resigns by written notice to the Committee (but only if at least two Committee members will remain in office)
 - 6.5.6 is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views
- 6.7 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Association in respect of any liabilities properly incurred while he or she held office
- 6.8 A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting
- 6.9 The Committee may appoint up to 2 co-opted Committee members to hold office until the next AGM ('co-opted Committee member')

7. COMMITTEE MEETINGS

- 7.1 The Committee must hold at least two meetings each year
- 7.2 A quorum at a Committee meeting is three members
- 7.3 A Committee meeting may be held either in person or through electronic means agreed by the Committee in which each participant may communicate with all other participants
- 7.4 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting
- 7.5 Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 7.6 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue

8. POWERS OF COMMITTEE

The Committee have the following powers in the administration of the Association:

- 8.1 to appoint a Chairman, Treasurer and other honorary officers from the elected Committee members
- 8.2 to define the roles of the officers
- 8.3 to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee)
- 8.4 to make Standing Orders consistent with this Constitution to govern proceedings at general meetings
- 8.5 to make Rules consistent with this Constitution about the Committee and sub-committees
- 8.6 to make Regulations consistent with this Constitution about the running of the Association (including the operation of bank accounts and the commitment of funds)

- 8.7 to resolve or establish procedures to assist the resolution of disputes within the Association
- 8.8 to exercise any powers of the Association which are not reserved to a general meeting

9. PROPERTY & FUNDS

- 9.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the members of the Association or the Committee
- 9.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except
 - 9.2.1 under clauses 3.15 (indemnity insurance)
 - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association
 - 9.2.3 interest at a reasonable rate on money lent to the Association
 - 9.2.4 a reasonable rent or hiring fee for property let or hired to the Association
 - 9.2.5 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings)
 - 9.2.6 in the case of an individual member, charitable benefits in his or her capacity as a beneficiary
 - 9.2.7 in exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission)
- 9.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must
 - 9.3.1 declare an interest before discussion begins on the matter
 - 9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information
 - 9.3.3 not be counted in the quorum for that part of the meeting
 - 9.3.4 withdraw during the vote and have no vote on the matter

- 9.4 Any trust corporation which is appointed as a holding trustee or any nominee for the Association may be paid reasonable fees
- 9.5 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 3.12 until needed
- 9.6 Investments and other property of the Association may be held:
 - 9.6.1 in the names of the Committee members for the time being (or in the name of the Committee if incorporated under the Charities Act 1993)
 - 9.6.2 in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Committee or of a financial expert acting on their instructions
 - 9.6.3 in the name of at least two and up to four holding trustees for the Association who must be appointed (and may be removed) by a resolution of the Committee.
 - 9.6.4 in the name of a trust corporation as a holding trustee for the Association, which must be appointed (and may be removed) by deed executed by the Committee
 - 9.6.5 in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court

10. RECORDS & ACCOUNTS

- 10.1 The Committee must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:
 - 10.1.1 annual reports
 - 10.1.2 annual returns
 - 10.1.3 annual statements of account
- 10.2 The Committee must keep proper records of:
 - 10.2.1 all proceedings at general meetings
 - 10.2.2 all proceedings at Committee meetings
 - 10.2.3 all reports of sub-committees

10.2.4 all professional advice obtained

10.3 Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association

10.4 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Association's reasonable costs (as required by the Charities Act 1993)

11. NOTICES

11.1 Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or in any newsletter distributed by the Association

11.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address)

11.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:

11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address

11.3.2 two clear days after being sent by first class post to that address

11.3.3 three clear days after being sent by second class post or overseas post to that address

11.3.4 on the date of publication of a journal or newspaper containing the notice

11.3.5 on being handed to the member or its authorised representative personally or, if earlier,

11.3.6 as soon as the authorised representative acknowledges actual receipt

11.4 A technical defect in the giving of notice of which the authorised representatives or the Committee members are unaware at the time does not invalidate decisions taken at a meeting

12. AMENDMENTS

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but

- 12.1 The authorised representatives must be given 21 clear days' notice of the proposed amendments
- 12.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Association
- 12.3 Clauses 9.2 and 9.3 may not be amended without the prior written consent of the Commission

13. DISSOLUTION

- 13.1 If at any time the authorised representatives at a general meeting decide to dissolve the Association, the members of the Committee will remain in office as charity trustees and will be responsible for the orderly winding up of the Association's affairs
- 13.2 After making provision for all outstanding liabilities of the Association, the Committee must apply the remaining property and funds in one or more of the following ways:
 - 13.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
 - 13.2.2 directly for the Objects or charitable purposes within or similar to the Objects
 - 13.2.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 13.3 A final report and statement of account relating to the Association must be sent to the Commission

14. INTERPRETATION

In this Constitution:

- 14.1 'AGM' means an annual general meeting of the members of the Association

'the Association' means the charity comprised in this constitution

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Association

'the Chair' means the chair of the Association elected at the AGM

'charity trustees' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the triggering event 'the Commission' means the Charity Commissioners for England and Wales

'the Committee' is the governing body of the Association

'co-opted Committee member' means a member of the Committee appointed by the members of the Committee in accordance with clause 6.9

'EGM' means a general meeting of the members of the Association which is not an AGM

'elected Committee member' means a member of the Committee elected at an AGM

'the field' means nitride-based compound semiconductor materials

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000

'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association

'holding trustee' means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal

'independent examiner' has the meaning prescribed by section 43(3)(a) of the Charities Act 1993

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to members of the Association

'months' means calendar months

'the Objects' means the charitable objects of the Association set out in clause 2

'representative' means an individual belonging to a member organisation

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds (and not for the

purpose of actually carrying out the Objects) where the profits are liable to income or corporation tax

'trust corporation' has the meaning prescribed by section 205(1)(xxviii) of the Law of Property Act 1925 but does not include the Public Trustee)

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

14.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

ADOPTED AT A MEETING HELD

AT *Sheffield University*

ON *11 June 2002*

SIGNED

NAME _____

SIGNATURE _____

WITNESSED

NAME _____

ADDRESS _____

OCCUPATION _____

SIGNATURE _____