

Constitution

Centre for Personalised Education (CPE) Trust

Adopted on the 2nd day of February 2003

A. Name

The name of the association shall be *The Centre for Personalised Education Trust*.

B. Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause F of this constitution ('the Executive Committee').

C. Objects

The Charity's objects are:

- to publish and collate information on aspects of schooling and other forms of educational provision;
- to provide training and consultancy opportunities;
- to develop a national information service;
- to establish or support any charitable trusts, associations, or institutions formed for all or part of the purposes of the Centre;
- to co-operate with other bodies of similar outlook and to exchange information and advice with them.

D. Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;

- (v) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (viii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (ix) power to do all such other lawful things as are necessary for the achievement of the objects.

E. Affiliated Members

- (i) Affiliated membership to the Charity shall be open to any person over the age of 18 years interested in furthering the objects, and who has paid the annual subscription laid down from time to time by the Executive Committee.
- (ii) Any group which is interested in furthering the Charity's work and has paid any annual subscription (any such group being called in this constitution an 'affiliated group')
- (iii) The Executive Committee may unanimously and for good reason terminate the affiliated membership of any individual or member group. Provided that the individual concerned or representative of the member group shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

F. Executive Committee

The Executive Committee shall consist of the Trustees and any co-opted members invited by the Trustees.

G. Termination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

- (i) is disqualified by virtue of section 45 of the Charities Act 1992,
- (ii) becomes incapable by reason of mental disorder, illness, or injury of managing and administering his or her own affairs,
- (iii) notifies a wish to resign from the Executive Committee.

H. Executive Committee Members Not to be Personally Interested

- (i) [Subject to the provisions of sub-clause (2) of this clause] no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.
- [(ii) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Executive

Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.]

I Meetings and Proceedings of the Executive Committee

(i) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chair or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

(ii) If the chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.

(iii) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

(iv) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

(v) The Executive Committee shall keep minutes, in papers kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.

(vi) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

(vii) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

J. Receipts and Expenditure

(i) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

(ii) The funds belonging to the Charity shall be applied only in furthering the objects.

K. Property

(i) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:

(a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and

(b) all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful

directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its member

(ii) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

L. Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounting records for the Charity;
- (ii) the preparation of annual statements of account for the charity;
- (iii) the auditing or independent examination of the statements of account of the Charity; and
- (iv) the transmission of the statements of account of the Charity to the Commissioners
- (v) the accounts to be approved at an AGM in Spring/Summer following their preparation at the end of the financial year, which is currently 31st December.

M. Annual Report and Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and Annual Return, and its transmission to the Commissioners.

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