

Constitution

adopted 17 November 2008 [amended on 9 May 2011, 12 November 2012, 18 November 2013, 3 November 2014 and 15 June 2015]

1 Adoption of the Constitution

The Association will be administered in accordance with the provisions of this Constitution. The Constitution may be added to or amended only by resolution at an Annual General or Special General Meeting.

2 The Name

The name of the association is the '**Cambridge Society for the Application of Research**' with the abbreviation of **CSAR**, by which it is called in this document. It is a Registered Charity No: 1142337 (see Section 17 of this Constitution).

3 The Objectives

The Objective of CSAR is to encourage an appreciation of the Application of Research primarily through lectures, visits and debates.

4 Application of the Income and Property

- a. The income and property of **CSAR** shall be applied solely towards promoting the Objectives.
- b.
- c. An Officer or member of Council may be reimbursed for reasonable expenses properly incurred by him or her when acting on behalf of **CSAR**.
- d. None of the income or property of **CSAR** may be paid directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of **CSAR**.

5 Membership

- a. Members shall be classified as:
 1. Corporate Members - being companies, institutions, university departments or colleges, whose staff (including directors or fellows) may attend at no further charge
 2. Family Members – representing persons from a family, one of whom has joined **CSAR** in this category
 3. Ordinary Members – who join as individuals and are known as 'members'
 4. Student Members – who may be admitted subject to the admitting officer's discretion
 5. Honorary Life Members – who shall be persons whom Council wish to recognise.
- b. Members are admitted by the Council of **CSAR**. Non-members may attend General Meetings at the discretion of the admitting Officer.

6 Subscriptions

The income of **CSAR** shall be raised by annual subscriptions or other means.

- a. The annual subscriptions for membership of **CSAR** shall be determined by the Council.
- b. The subscriptions shall become due on 15th October each year.

7 General Meetings

- a. An Annual General Meeting shall be held each year. Not more than fifteen months may elapse between successive Annual General Meetings. The President, or if unavailable, the Vice-President or other person agreed by the Officers, shall chair General Meetings. The Chairman shall have a casting vote.
- b. A Special General Meeting may be called by the Officers at any time.
- c. The Officers must call a Special General Meeting if requested to do so by at least one third of the membership. The request must state the nature of the business that is to be discussed.

8 Notice of Meetings

- a. Fourteen days notice shall be given of any General Meeting of **CSAR**.
- b. The notice shall set out the date, time and place of any General Meeting and shall be sent to all members and to the Officers by direct delivery, by post and/or by digital communication.

9 Quorum

- a. A quorum shall be one third of the total membership, as shown in the accounts for the previous year.
- b. One properly appointed representative of a member organisation shall be counted in the quorum.
- c. Should a General Meeting fail to reach a quorum, a further Meeting shall be announced by the Officers and those members attending that Meeting shall constitute a quorum.

10 Votes

Each member shall have one vote. The Chairman of the Meeting shall have a further casting vote.

11 Officers

- a. **CSAR** and its property shall be managed and administered by Council, comprising the Officers and up to eight members.
- b. **CSAR** shall have the following Officers:

President	Organising Secretary
Vice-President	Membership Secretary
Honorary Treasurer	Visits Secretary
Secretary to Council	Outreach and Bursary Secretary

- c. The President and Vice-President shall, in rotation, be chosen from within and without the University.
- d. Officers and members of Council shall be elected by a General Meeting of **CSAR**.
- e. The Council may co-opt any person and shall also appoint members of Council to act as Officers.

12 Term of Office

Members of Council shall serve for not more than 8 years. The President shall serve for not more than 4 years and Officers for not more than 6 years. They may not seek re-election for one year, and may serve only one further term in office.

13 Powers of Council

The Council shall manage the affairs of **CSAR** and have the following powers in order to further the Objectives to:

- a. raise funds by levying subscriptions or other means
- b. appoint trustees to buy, take on lease or otherwise acquire any property and maintain and equip it for use
- c. acquire, merge with or enter into any partnership or joint venture arrangement with any other charity or association that has similar Objectives
- d. obtain and pay for such goods and services as are necessary for carrying out the work

- e. open and operate such bank, building society and other accounts as the Council consider necessary and to invest funds, and
- f. do all such other lawful things as are necessary for the achievement of the Objectives.

14 Proceedings of the Council

- a. The Council shall meet not less than twice a year.
- b. Any officer or member of Council may call a Meeting of Council.
- c. An appointed officer shall prepare an agenda for the Meeting and keep proper records of the proceedings.
- d. The President or, if they are absent, the Vice-President, shall chair Meetings of Council. In the absence of both the Meeting shall appoint a Chairman from amongst those present. The Chairman shall have a casting vote.
- e. The quorum shall be 2 members and 3 officers.

15 Minutes

Council shall keep minutes of all appointments of Officers and members of Council and of proceedings at Meetings.

16 Annual Report and Accounts

Council must keep accounting records for **CSAR** and prepare an annual statement of account.

17 Amendments

- a. The Charity may amend any provision contained in this Constitution provided that:
 - 1. No amendment may be made that would have the effect of making the Charity cease to be a Charity in law;
 - 2. No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
 - 3. No amendment may be made to clause 4 without the prior written consent of the Charity Commission;
 - 4. Any resolution to amend a provision of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- b. A copy of any resolution amending this constitution shall be sent to the Charity Commission within twenty-one days of it being passed.

18 Dissolution

- a. If at any Annual or Special General Meeting a resolution for the dissolution of **CSAR** shall be passed by a majority of two thirds of the members voting thereon, the Council shall thereupon or as specified in the resolution proceed to realise the property of **CSAR**. After the discharge of all liabilities the Council shall apply any residual property or money directly for the Objectives or shall transfer residual monies to a charity or charities in Cambridge, to be agreed by the Officers (or, if agreement is not met, by the Vice-Chancellor) for the purpose of research and / or scientific education.
- b. The net assets of **CSAR** shall not be paid to or distributed among any member(s) unless that member is a Registered Charity.

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