

**THE CHARITIES ACT 2011**

---

**CONSTITUTION OF**

**THE EUROPEAN CONSORTIUM FOR  
POLITICAL RESEARCH**

**A CHARITABLE INCORPORATED  
ORGANISATION**

---

## Table of Contents

1.	Name	2
2.	National Location of Principal Office	2
3.	Interpretation	2
4.	Objects	2
5.	Powers	3
6.	Application of Income and Property	3
7.	Benefits and Payments to Executive Committee Members and Connected Persons	4
8.	Conflicts of Interest and Conflicts of Loyalty	6
9.	Liability of Members to Contribute to the Assets of the ECPR if it is Wound Up	7
10.	Membership of the ECPR	7
11.	Members' Decisions	10
12.	The Council	12
13.	Speaker of the Council	18
14.	Executive Committee	19
15.	Appointment of Executive Committee Members	21
16.	Information for New Executive Committee Members	22
17.	Retirement and Removal of Executive Committee Members	22
18.	Reappointment and re-election of Executive Committee Members	23
19.	Appointment of the ECPR Chair and Other Officers	23
20.	Taking of Decisions by the Executive Committee	24
21.	Meetings and Proceedings of the Executive Committee	24
22.	Saving Provisions	25
23.	Execution of Documents	26
25.	Delegation by the Executive Committee to Committees or Subcommittees	27
26.	Use of Electronic Communications	28
27.	Keeping of Registers	29
28.	Minutes	29
29.	Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance	29
30.	Rules	30
31.	Disputes	30
32.	Amendment of Constitution	30
33.	Voluntary Winding Up or Dissolution	31
34.	Interpretation	32
	Appendix	35

# Constitution of The European Consortium for Political Research

## A Charitable Incorporated Organisation

Date of constitution 1 June 2016

### 1. Name

The name of the Charitable Incorporated Organisation is The European Consortium for Political Research (**ECPR**).

### 2. National Location of Principal Office

The principal office of the ECPR is in England.

### 3. Interpretation

3.1 The interpretation provision in Clause 34 shall apply in this constitution.

3.2 The emboldening of a word or expression on the first occasion that it is used indicates that the word or expression is defined in Clause 34.

### 4. Objects

4.1 The **Objects** of the ECPR are to advance education and research for the public benefit by promoting the development of European political science, in particular (but without limitation) by:

4.1.1 fostering collaboration between universities and other institutions active in political research, teaching and training;

4.1.2 placing better facilities at the disposal of political scientists throughout Europe;

4.1.3 increasing the contacts between political scientists and their knowledge of each other's research; and

4.1.4 making it easier for political scientists to engage in co-operative advanced research, training and research-led teaching.

4.2 Nothing in this constitution shall authorise an application of the property of the ECPR for purposes which are not charitable in accordance with section 2 of the Charities Act 2011, section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

## 5. Powers

The ECPR has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the ECPR's powers include but are not limited to the power to:

- 5.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The ECPR must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 5.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.3 sell, lease or otherwise dispose of all or any part of the property belonging to the ECPR. In exercising this power, the ECPR must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 5.4 employ and/or remunerate such staff as are necessary for carrying out the work of the ECPR. The ECPR may employ or remunerate a member of the **Executive Committee** only to the extent that it is permitted to do so by Clause 7.1 and provided it complies with the conditions of that Clause; and
- 5.5 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the ECPR 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.

## 6. Application of Income and Property

- 6.1 The income and property of the ECPR must be applied solely towards the promotion of its Objects.
  - 6.1.1 A member of the Executive Committee is entitled to be reimbursed from the property of the ECPR or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the ECPR.
  - 6.1.2 A member of the Executive Committee may benefit from trustee indemnity insurance cover purchased at the ECPR's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.2 None of the income or property of the ECPR may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any **Member** of the ECPR or to any **Official Representative**. This does not prevent a Member or

Official Representative who is not also a member of the Executive Committee receiving:

6.2.1 a benefit from the ECPR as a beneficiary of the ECPR;

6.2.2 reasonable and proper remuneration for any goods or services supplied to the ECPR.

6.3 Nothing in this Clause shall prevent a member of the Executive Committee or **connected person** receiving any benefit or payment which is authorised by Clause 7.1.

## **7. Benefits and Payments to Executive Committee Members and Connected Persons**

### **7.1 General Provisions**

No member of the Executive Committee or connected person may:

7.1.1 buy or receive any goods or services from the ECPR on terms preferential to those applicable to members of the public (including **Affiliates**);

7.1.2 sell goods, services, or any interest in land to the ECPR;

7.1.3 be employed by, or receive any remuneration from, the ECPR;

7.1.4 receive any other **financial benefit** from the ECPR;

unless the payment or benefit is permitted by Clause 6, Clause 7.2, or authorised by the court or the **Commission**.

### **7.2 Scope and Powers Permitting Executive Committee Members' or Connected Persons' Benefits**

7.2.1 A member of the Executive Committee or connected person may receive a benefit from the ECPR as a beneficiary of the ECPR.

7.2.2 A member of the Executive Committee 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 ECPR where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

7.2.3 Subject to Clause 7.3 a member of the Executive Committee or connected person may provide the ECPR with goods that are not

supplied in connection with services provided to the ECPR by the member of the Executive Committee or connected person.

- 7.2.4 A member of the Executive Committee or connected person may receive interest on money lent to the ECPR at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 7.2.5 A member of the Executive Committee or connected person may receive rent for premises let by the trustee or connected person to the ECPR. The amount of the rent and the other terms of the lease must be reasonable and proper. The member of the Executive Committee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 7.2.6 A member of the Executive Committee or connected person may take part in the normal trading and fundraising activities of the ECPR on the same terms as members of the public (including Affiliates).

### 7.3 ***Payment for Supply of Goods Only – Controls***

The ECPR and its Executive Committee may only rely upon the authority provided by Clause 7.2.3 if each of the following conditions is satisfied:

- 7.3.1 The amount or maximum amount of the payment for the goods is set out in a **written** agreement between the ECPR and the member of the Executive Committee or connected person supplying the goods (**supplier**).
- 7.3.2 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.
- 7.3.3 The other members of the Executive Committee are satisfied that it is in the best interests of the ECPR to contract with the supplier rather than with someone who is not a member of the Executive Committee or connected person. In reaching that decision the Executive Committee must balance the advantage of contracting with a member of the Executive Committee or connected person against the disadvantages of doing so.
- 7.3.4 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 ECPR.

- 7.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Executive Committee is present at the meeting.
- 7.3.6 The reason for their decision is recorded by the Executive Committee in the minute book.
- 7.3.7 A majority of the Executive Committee members then in office are not in receipt of remuneration or payments authorised by Clause 7.2.3.

#### 7.4 ***Benefits from Third Parties***

As specified in the **General Regulations**, no member of the Executive Committee or connected person may accept a benefit of any kind from a third party that is conferred by reason of his or her:

- 7.4.1 being a member of the Executive Committee; or
- 7.4.2 taking (or refraining from taking) any decision or action as a member of the Executive Committee;

unless the acceptance of the benefit cannot reasonably be regarded as giving rise or likely to give rise to a conflict of interest or conflict of loyalty.

#### 7.5 In this Clause 7:

- 7.5.1 "**ECPR**" includes any company in which the ECPR;
  - (a) holds more than 50% of the shares; or
  - (b) controls more than 50% of the voting rights attached to the shares; or
  - (c) has the right to appoint one or more directors to the board of the company.
- 7.5.2 "**connected person**" includes any person within the definition set out in Clause 34.

### 8. **Conflicts of Interest and Conflicts of Loyalty**

#### 8.1 A member of the Executive Committee must:

- 8.1.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the ECPR or in any transaction or arrangement entered into by the ECPR which has not previously been declared; and

8.1.2 absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict of interests will arise between his or her duty to act solely in the interests of the ECPR and any personal interest (including but not limited to any financial interest and/or any duties owed to any other organisation or third party).

8.2 Any member of the Executive Committee absenting himself or herself from any discussions in accordance with Clause 8.1.2 must not vote or be counted as part of the quorum in any decision of the Executive Committee on the matter.

## **9. Liability of Members to Contribute to the Assets of the ECPR if it is Wound Up**

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

## **10. Membership of the ECPR**

### **10.1 Admission of New Members**

#### 10.1.1 Eligibility

**Membership** of the ECPR is open to any academic institution engaged in teaching, training and/or research in political science broadly defined which:

- (a) is interested in furthering the Objects of the ECPR;
- (b) is not affiliated with any political organisation;
- (c) satisfies the requirements for academic freedom as determined by the Executive Committee from time to time; and
- (d) by applying for Membership, has indicated its agreement to become a Member and acceptance of the duty of Members set out in Clause 10.3.

A Member may be a corporate body or a corporate body representing an organisation which is not incorporated.

#### 10.1.2 Admission Procedure

The Executive Committee:

- (a) may require applications for Membership to be made in any reasonable way that they decide (which may include payment of an application fee);
- (b) shall, if they approve an application for Membership, notify the applicant of their decision;



- (c) may refuse an application for Membership if they believe that it is in the best interests of the ECPR for them to do so. Any decision to refuse an application for Membership shall be final, with no right of appeal.

## 10.2 ***Transfer of Membership***

10.2.1 Membership of the ECPR cannot be transferred to anyone else except:

- (a) in the case of a corporate body representing an organisation which is not incorporated, whose Membership may be transferred by the unincorporated organisation to a new representative; and
- (b) where a Member is acquired by, merges with or is otherwise absorbed by another institution that is eligible for Membership under Clause 10.1.1.

10.2.2 A transfer of Membership under Clause 10.2.1(a) or 10.2.1(b) does not take effect until the ECPR has received written notification of the transfer and the transfer has been approved by the Executive Committee.

## 10.3 ***Duty of Members***

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

10.3.2 Each Member undertakes to:

- (a) pay any Membership fees due to the ECPR promptly;
- (b) encourage regular participation by its Affiliates in the ECPR's activities; and
- (c) authorise one of its Affiliates to act as the Member's Official Representative in accordance with Clause 12.7.

## 10.4 ***Termination of Membership***

10.4.1 Membership of the ECPR comes to an end if:

- (a) the Member ceases to exist;
- (b) the Member sends a notice of resignation to the Executive Committee;
- (c) the Membership fees owed by the Member to the ECPR are not paid in full within six months of their falling due; or

- (d) subject to Clause 10.4.2, the Executive Committee decide that it is in the best interests of the ECPR that the Member in question should be removed from Membership, and pass a resolution to that effect.

10.4.2 Before the Executive Committee take any decision to remove a Member from Membership of the ECPR in accordance with Clause 10.4.1(d) they must:

- (a) inform the Member of the reasons why it is proposed to remove it from Membership;
- (b) give the Member at least 90 **clear days'** notice in which to make representations to the Executive Committee as to why it should not be removed from Membership;
- (c) at a duly constituted meeting of the Executive Committee, consider whether or not the Member should be removed from Membership;
- (d) consider at that meeting any representations which the Member makes as to why the Member should not be removed; and
- (e) allow the Member's Official Representative to make those representations in person at that meeting, if the Member so chooses.

## 10.5 ***Associate (Non-Voting) Membership***

10.5.1 The Executive Committee may create Associate or other classes of non-voting membership, and may determine the rights and obligations of any such members, and the conditions for admission to, and termination of membership of any such class of members.

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

## 10.6 ***Membership Fees***

The ECPR may require Members and Associate and/or other classes of non-voting members to pay membership fees to the ECPR.

## 10.7 ***Membership Benefits***

Members of the ECPR are entitled to:

- 10.7.1 the voting rights specified in this constitution; and
- 10.7.2 such other benefits (which may be accessible by Members or their Affiliates) as the Executive Committee shall from time to time determine, provided always that the Executive Committee shall suspend the provision of such benefits to any Member that is in arrears with regard to the Membership fees.

## **11. Members' Decisions**

### **11.1 General Provisions**

Except for those decisions that must be taken in a particular way as indicated in Clause 11.4, decisions of the Members of the ECPR may be taken either by vote at a **Council Meeting** as provided in Clause 11.2 or by electronic vote as provided in Clause 11.3.

### **11.2 Taking Ordinary Decisions by Vote**

Subject to Clause 11.4, any decision of the Members of the ECPR may be taken by means of a resolution at a Council Meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including proxy votes) in accordance with the provisions of Clause 12.

### **11.3 Taking Ordinary Decisions by Electronic Vote without a Council Meeting**

11.3.1 Subject to Clause 11.4, the Executive Committee may permit the Members of the ECPR to take a decision by electronic vote on any matter that might otherwise be decided at a Council Meeting in accordance with the provisions of this Clause 11.3.

11.3.2 If the Executive Committee determines that an electronic vote shall be taken on any given matter, they shall not less than 21 days before the **Closing Date** send to the Official Representative of each Member eligible to vote:

- (a) a copy of the proposed resolution; and
- (b) details of the **Electronic Voting Procedure**, which must specify the Closing Date and that any vote received after the Closing Date or that does not comply with the Electronic Voting Procedure will be invalid and will not be counted.

This information shall be sent either by post or electronically in accordance with the provisions of Clause 26.

- 11.3.3 A resolution taken by electronic vote and agreed by a simple majority of the votes cast shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to the Official Representatives of all the Members eligible to vote;
  - (b) a simple majority of Members voting on the resolution has signified its agreement to the resolution in accordance with the Electronic Voting Procedure before the Closing Date; and
  - (c) the total number of votes cast and received by the ECPR before the Closing Date represent not less than 30% of the Members eligible to vote on the resolution.
- 11.3.4 Eligibility to vote on the decision taken by electronic vote is limited to Members who are Members of the ECPR on the date when the proposal is first circulated in accordance with this Clause 11.3.
- 11.3.5 The **Senior Returning Officer** shall supervise the conduct of the electronic vote and the counting of votes.
- 11.3.6 Any dispute about the conduct of an electronic vote shall be referred initially to a panel established by the **Speaker**, to consist of two members of the Executive Committee and the Official Representatives of two of the Members. If the panel is unable to satisfactorily resolve the dispute, the matter shall be referred to the Speaker whose decision shall be final.

#### 11.4 ***Decisions that must be taken in a particular way***

- 11.4.1 Any decision to remove the Speaker must be taken in accordance with Clause 13.5.5 of this constitution.
- 11.4.2 Any decision to remove a member of the Executive Committee must be taken in accordance with Clause 17.2 of this constitution.
- 11.4.3 Any decision to amend this constitution must be taken in accordance with Clause 32 of this constitution.
- 11.4.4 Any decision to wind up or dissolve the ECPR must be taken in accordance with Clause 33 of this constitution.
- 11.4.5 Any decision to amalgamate or transfer the undertaking of the ECPR to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

## **12. The Council**

### **12.1 *Types of Council Meeting***

12.1.1 The general meetings of the Members of the ECPR shall be known as Council Meetings.

12.1.2 There must be an **Annual Council Meeting**. The first Annual Council Meeting must be held within 18 months of the registration of the ECPR, and subsequent Annual Council Meetings must be held at intervals of not more than 15 months. The Annual Council Meeting must:

- (a) receive the annual statement of accounts (duly audited or examined where applicable) and the annual report of the Executive Committee; and
- (b) consider and, if thought fit, ratify the appointment of the Executive Committee members appointed by the Executive Committee during the year (if any), as required under Clause 15.1.2(b).

12.1.3 Other Council Meetings of the Members of the ECPR may be held at any time.

12.1.4 All Council Meetings must be held in accordance with the following provisions.

### **12.2 *Calling Council Meetings***

12.2.1 The Executive Committee:

- (a) must call the Annual Council Meeting in accordance with Clause 12.1, and identify it as such in the notice of the meeting; and
- (b) may call any other Council Meeting of the Members at any time.

12.2.2 The Executive Committee must, within one month, call a Council Meeting of the Members of the ECPR if:

- (a) they receive a request to do so from at least one third of the Members of the ECPR;
- (b) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the Members making the request; and
- (c) the request conforms with the requirements set out in the **Standing Orders**.

- 12.2.3 If, at the time of any such request, there has not been any Council Meeting of the Members of the ECPR for more than 15 months, then Clause 12.2.2(a) shall have effect as if 5% were substituted for one third.
- 12.2.4 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- 12.2.5 A resolution may only properly be proposed if it is lawful, and is, to the satisfaction of the Speaker, not defamatory, frivolous or vexatious.
- 12.2.6 Any Council Meeting called by the Executive Committee at the request of the Members of the ECPR must be held within three months from the date on which it is called.
- 12.2.7 If the Executive Committee fails to comply with this obligation to call a Council Meeting at the request of its Members, then the Members who requested the meeting may themselves call a Council Meeting.
- 12.2.8 A Council Meeting called in this way must be held not more than four months after the date when the Members first requested the meeting.
- 12.2.9 The ECPR must reimburse any reasonable expenses incurred by the Members calling a Council Meeting by reason of the failure of the Executive Committee to duly call the meeting, but the ECPR shall be entitled to be indemnified by the Executive Committee members who were responsible for such failure.

### 12.3 ***Notice of Council Meetings***

- 12.3.1 The Executive Committee, or, as the case may be, the relevant Members of the ECPR, must give at least two months' notice of any Council Meeting (including without limitation any Annual Council Meeting) to all of the Members, and to any member of the Executive Committee who is not a Member.
- 12.3.2 The notice of any Council Meeting must:
- (a) state the time and date of the meeting;
  - (b) give the address at which the meeting is to take place;
  - (c) include a provisional agenda which:
    - (i) gives particulars of any resolution which is to be moved at the meeting (whether proposed by the Executive Committee or by one or more of the Members), and of the general nature of any other business to be dealt with at the meeting;

- (ii) if a proposal to alter the constitution of the ECPR is to be considered at the meeting, includes the text of the proposed alteration;
  - (iii) if a proposal to remove the Speaker or a member of the Executive Committee from office is to be considered at the meeting, includes the text of the proposed resolution and a summary of the reasons for the proposed removal;
- (d) in the case of any Annual Council Meeting, include the annual statement of accounts, the trustees' annual report, a report on the work of the ECPR during the year, a report on the ECPR's financial position and prospects and a statement by the **ECPR Chair** indicating plans and prospects for the succeeding year, or, alternatively, details of where this information may be found on the ECPR's website as permitted under Clause 26; and
- (e) invite Members (acting through their Official Representatives) to submit further items for the agenda by a specified time, after which the final agenda shall be notified to the Members at least two weeks before the date of the Council Meeting.

12.3.3 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. In the case of a notice posted on a website in accordance with Clause 26, notice shall be deemed to be given on the date on which the notice was posted on the website or, if later, the date on which the Member was notified of the posting on the website.

12.3.4 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 ECPR.

## 12.4 ***Chairing of Council Meetings***

The Speaker (elected in accordance with Clause 13) shall, if present at the Council Meeting and willing to act, preside as chair of the meeting. If the Speaker is not present and willing to act, the ECPR Chair shall act as Speaker pro tempore and preside as chair of the Council Meeting. If neither the Speaker nor the ECPR Chair are present and willing to act, the Members of the ECPR who are present at a Council Meeting shall elect a chair to preside at the meeting.

## 12.5 ***Quorum at Council Meetings***

- 12.5.1 No decision of the Members may be taken at any Council Meeting of the Members of the ECPR unless a quorum is present.
- 12.5.2 Subject to the following provisions, the quorum for Council Meetings shall be 15% of the Members. A Member represented by an Official Representative in accordance with Clause 12.7 or by proxy in accordance with Clause 12.8, is counted as being present in person.
- 12.5.3 If the meeting has been called by or at the request of the Members and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- 12.5.4 If the meeting has been called in any other way and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the chair of the Council Meeting must either declare the meeting closed or adjourn the meeting. If adjourned, the date, time and place at which the meeting will resume must either be announced by the chair or be notified to the Members at least seven clear days before the date on which it will resume.
- 12.5.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the meeting shall be closed.
- 12.5.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make non-binding recommendations to the Executive Committee but may not make any decisions. If decisions are required which must be made by the Members, they shall either be referred to the next Council Meeting or to an electronic vote held in accordance with Clause 11.3.

## 12.6 ***Voting at Council Meetings***

- 12.6.1 Any decision other than one falling within Clause 11.4 shall be taken by a simple majority of votes cast at the meeting (including proxy votes). Every Member has one vote which shall be exercised by their Official Representative or by a proxy appointed in accordance with Clause 12.8.
- 12.6.2 A resolution put to the vote of a Council Meeting shall be decided on a show of hands (including proxy votes), 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 of the Council Meeting or by at least



10% of the Members present in person or by proxy at the Council Meeting.

12.6.3 A poll may be taken at the Council Meeting at which it was demanded.

12.6.4 Any objection to the qualification of any voter must be raised at the Council Meeting at which the vote is cast and the decision of the chair of the Council Meeting shall be final.

## 12.7 **Representation of Members**

12.7.1 Each Member of the ECPR shall have one vote in an electronic vote or at a Council Meeting.

12.7.2 Each Member of the ECPR shall, in accordance with its usual decision-making process, appoint one of its Affiliates to act as its Official Representative with the authority to participate in any electronic vote and at any Council Meeting of the ECPR.

12.7.3 The Official Representative is entitled to exercise the same powers as the Member he or she has been appointed to represent. The Official Representative shall be subject to the duty (reproduced in Clause 10.3.1) to exercise such powers in the way he or she decides in good faith would be most likely to further the purposes of the ECPR.

## 12.8 **Proxy Voting**

12.8.1 Any Member of the ECPR may appoint another person who is either an Affiliate of the Member or the Official Representative of another Member as a proxy to exercise all or any of its rights, to attend, speak and vote at a Council Meeting of the ECPR. Proxies must be appointed by a notice **in writing (proxy notice)** which:

- (a) states the name of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member's proxy and the Council Meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the ECPR may determine; and
- (d) is delivered to the ECPR in accordance with the constitution, the Standing Orders and any instructions contained in the notice of the Council Meeting to which they relate.

12.8.2 The ECPR may require proxy notices to be delivered:

- (a) in a particular form, and may specify different forms for different purposes; and
  - (b) by a specified number of clear days before the relevant Council Meeting.
- 12.8.3 Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 12.8.4 Unless a proxy notice indicates otherwise, it must be treated as:
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the Council Meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the Council Meeting to which it relates as well as the meeting itself.
- 12.8.5 Proxies shall be subject to the duty to exercise their powers in good faith.
- 12.8.6 A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a Council 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 ECPR by or on behalf of that Member. The presence at a Council Meeting of the Official Representative of a Member that has delivered a valid proxy notice revokes the proxy's authority to speak and vote at the Council Meeting on behalf of that Member.
- 12.8.7 An appointment under a proxy notice may be revoked by delivering to the ECPR a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
- 12.8.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 12.8.9 If a proxy notice is not signed or authenticated by the Member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that Member's behalf had authority to do so.
- 12.8.10 No Official Representative or Affiliate may vote on behalf of more than two Members at any Council Meeting (whether acting as Official Representative or as proxy).

## 12.9 ***Adjournment of Meetings***

The Speaker 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.

#### 12.10 **Standing Orders**

Subject to the provisions of this Clause 12, Council Meetings shall be conducted in accordance with the Standing Orders adopted by the Members (as amended from time to time).

### 13. **Speaker of the Council**

13.1 There shall be a Speaker of the Council who shall:

13.1.1 chair Council Meetings (as outlined in Clause 12.4);

13.1.2 draft and propose revisions to the Standing Orders of Council for approval by the Members;

13.1.3 liaise with the Executive Committee to formulate the agenda for Council Meetings;

13.1.4 serve as the Senior Returning Officer for decisions taken by electronic vote in accordance with Clause 11.3 (including without limitation Executive Committee elections); and

13.1.5 serve as a general liaison point between Members and the Executive Committee.

13.2 Any Affiliate who is willing to act as the Speaker and is permitted to be so appointed by this constitution may be elected as Speaker by a decision of the Members taken in accordance with the rules proposed by the Executive Committee and approved by the Members from time to time (either by electronic vote or at a Council Meeting).

13.3 Subject to earlier termination under Clause 13.5 and to Clauses 13.7 and 13.8, the Speaker shall hold office for a period of three years, which shall be nonconcurrent with the term of the members of the Executive Committee.

13.4 Any retiring Speaker who remains qualified may be re-elected to a second term of office by decision of the Members, provided that (subject to Clause 13.5) no Speaker may serve for more than two terms of office in total.

13.5 The Speaker's term of office automatically terminates if he or she:

13.5.1 retires by notifying the ECPR in writing;

- 13.5.2 dies;
  - 13.5.3 has not been an Affiliate for a period of more than a year;
  - 13.5.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - 13.5.5 subject to Clause 13.6, is removed by decision of a majority of two thirds of the Members of the ECPR present and voting at a Council Meeting properly convened in accordance with Clause 12. The Speaker shall not chair the Council Meeting at which his or her removal is proposed.
- 13.6 A resolution to remove the Speaker in accordance with Clause 13.5.5 shall not take effect unless the Speaker 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 to make oral and/or written representations to the Members at the Council Meeting.
- 13.7 Should the position of Speaker fall vacant, the ECPR Chair shall fulfil the duties specified in Clause 13.1 until a new Speaker is elected by a decision of the Members. A Speaker elected to fill a casual vacancy pursuant to this Clause 13.7 shall, subject to earlier termination under Clause 13.5, hold office until the expiry of the term of office of the departing Speaker. Such term will not count as one of the two terms permitted under Clause 13.4 unless at least two years remain of the departing Speaker's term on the date of the new Speaker's election.
- 13.8 The first Speaker, as identified in paragraph 3 of the Appendix, shall hold office until the date identified against his name. On expiry of that term of office he may be re-elected to a second term of office in accordance with Clause 13.4.

## 14. **Executive Committee**

### 14.1 ***Functions and Duties of Executive Committee***

The Executive Committee as **Charity Trustees** shall manage the affairs of the ECPR and may for that purpose exercise all the powers of the ECPR. It is the duty of each member of the Executive Committee:

- 14.1.1 to exercise his or her powers and to perform his or her functions as a Charity Trustee of the ECPR in the way he or she decides in good faith would be most likely to further the purposes of the ECPR; and
- 14.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - (a) any special knowledge or experience that he or she has or holds himself or herself out as having; and

- (b) if he or she acts as a member of the Executive Committee of the ECPR 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.

## 14.2 ***Eligibility for Membership of the Executive Committee***

14.2.1 Every member of the Executive Committee must be a natural person who, at the time of their appointment:

- (a) is an Affiliate; and
- (b) has either a PhD degree or experience that the Senior Returning Officer reasonably deems to be equivalent.

14.2.2 No one may be appointed as a member of the Executive Committee if he or she:

- (a) is under the age of 16 years; or
- (b) would automatically cease to hold office under the provisions of Clause 17.1.8.

14.2.3 All questions concerning eligibility for membership of the Executive Committee shall be determined by the Senior Returning Officer in his or her absolute discretion.

14.2.4 No one is entitled to act as a member of the Executive Committee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Executive Committee decide, his or her acceptance of the office of Charity Trustee.

## 14.3 ***Number of Executive Committee Members***

- (a) There must be at least 10 members of the Executive Committee. If the number falls below this minimum, the remaining member or members of the Executive Committee may act only to call a meeting of the Executive Committee, or to appoint a new member of the Executive Committee.
- (b) The maximum number of Executive Committee members is 12. New Executive Committee members may not be appointed if as a result the total number of Executive Committee members would exceed the maximum.

#### 14.4 ***First Executive Committee Members***

The first members of the Executive Committee of the ECPR, as identified in paragraph 1 of the Appendix, shall hold office for the term identified against their respective names.

### 15. **Appointment of Executive Committee Members**

15.1 Any person who is willing to act as a member of the Executive Committee of the ECPR and is permitted to be so appointed by the law and this constitution, may be:

15.1.1 elected as a member of the Executive Committee by a decision of the Members taken by electronic vote in accordance with Clause 11.3; or

15.1.2 if a casual vacancy arises, appointed to be a member of the Executive Committee by a decision of the Executive Committee, provided always that:

(a) the total number of Executive Committee members appointed pursuant to this Clause 15.1.2 does not exceed three at any given time;

(b) the appointment of any Executive Committee member appointed by a decision of the Executive Committee is ratified by resolution passed by a simple majority of the Members at the next Annual Council Meeting. If their appointment is not so ratified, their term of office shall terminate automatically on the date of the Annual Council Meeting.

15.2 Subject to earlier termination under Clause 17, the term of office of the Executive Committee members is as follows:

15.2.1 the first Executive Committee members shall hold office until the dates identified against their respective names in paragraph 1 of the Appendix;

15.2.2 Executive Committee members elected pursuant to Clause 15.1.1 shall take office on the 1 May immediately following the date of their election and shall hold office for a period of six years;

15.2.3 Executive Committee members appointed to fill a casual vacancy pursuant to Clause 15.1.2 shall take office on the date they are appointed and shall hold office for the remainder of the term of office of the Executive Committee member they have been appointed to replace.

## **16. Information for New Executive Committee Members**

The Executive Committee will make available to each new Executive Committee member, on or before his or her first appointment:

- 16.1 a copy of this constitution and any amendments made to it; and
- 16.2 a copy of the ECPR's latest annual report and statement of accounts.

## **17. Retirement and Removal of Executive Committee Members**

17.1 An Executive Committee member ceases to hold office on expiry of his or her term of office or if he or she:

- 17.1.1 retires by notifying the ECPR in writing;
- 17.1.2 is absent without the permission of the Executive Committee from three consecutive Executive Committee meetings without good cause and the Executive Committee resolve that his or her office be vacated;
- 17.1.3 dies;
- 17.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 17.1.5 is removed by the Members of the ECPR in accordance with Clause 17.2;
- 17.1.6 is removed by resolution of the Executive Committee in accordance with Clause 17.3;
- 17.1.7 has not been an Affiliate for a period of more than a year;
- 17.1.8 is disqualified from acting as a Charity Trustee by virtue of section 178-180 of the Charities Act 2011; or
- 17.1.9 in the case of an Executive Committee member appointed by decision of the Executive Committee, is not confirmed as a member of the Executive Committee at the Annual Council Meeting following his or her appointment in accordance with Clause 15.1.2(b).

17.2 A member of the Executive Committee shall be removed from office if a resolution to remove that member of the Executive Committee is proposed at a Council Meeting properly convened in accordance with Clause 12, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

17.3 A resolution to remove a member of the Executive Committee which is based on allegations of misconduct can be considered if:

- 17.3.1 an allegation of misconduct is brought by at least three members of the Executive Committee or by petition to the Executive Committee of not less than 25% of the Members;
  - 17.3.2 the allegation of misconduct is considered by a committee (made up of distinguished scholars who are neither members of the Executive Committee nor Affiliates of the Members who have brought the allegation of misconduct under Clause 17.3.1) appointed by the Speaker (with delegated authority from the Executive Committee) to investigate the allegation and recommend a resolution (including, where appropriate, that the Executive Committee member be removed from office).
- 17.4 In the event of an allegation of misconduct, the Executive Committee may decide to suspend the relevant member of the Executive Committee pending:
- 17.4.1 the investigation by the committee appointed pursuant to Clause 17.3.2; and
  - 17.4.2 any resolution of the Council to remove the relevant member of the Executive Committee in accordance with Clause 17.2

in either case on the grounds that in their reasonable opinion this would be in the best interests of the ECPR.

- 17.5 A resolution to remove a member of the Executive Committee in accordance with Clause 17.2 shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the Members at a Council Meeting or to the committee appointed by the Speaker in accordance with Clause 17.3.2 (as applicable).

## **18. Reappointment and re-election of Executive Committee Members**

Any person whose appointment to the Executive Committee is not ratified by the Members pursuant to Clause 15.1.2(b) is not excluded from being re-elected to the Executive Committee pursuant to Clause 15.1.1, provided always that no Executive Committee member may serve for more than nine years in total.

## **19. Appointment of the ECPR Chair and Other Officers**

- 19.1 The Executive Committee shall be led by the ECPR Chair, who shall be elected by the members of the Executive Committee from amongst their number in accordance with the procedure specified in Clause 19.2.



- 19.2 No later than one month prior to the date of an election of members of the Executive Committee pursuant to Clause 15.1.1, the Executive Committee shall elect a Chair-Designate from amongst its members whose remaining term of office is three years or more.
- 19.3 The Chair-Designate shall take office as the ECPR Chair on the 1 May immediately following his or her election, and shall serve as ECPR Chair until either:
- 19.3.1 his or her membership of the Executive Committee is terminated in accordance with Clause 17; or
- 19.3.2 he or she is removed from his or her position as ECPR Chair by a decision of the Executive Committee.
- 19.4 If no Chair-Designate is elected pursuant to Clause 19.2, the Executive Committee shall elect an ECPR Chair from among its membership, once the newly elected Executive Committee members have taken office.
- 19.5 The first ECPR Chair, as identified in paragraph 2 of the Appendix, shall hold office for the term specified against his name.
- 19.6 The Executive Committee may appoint an **ECPR Vice-Chair** and other honorary officers from among their number, and may at any time resolve to revoke such appointment(s).

## **20. Taking of Decisions by the Executive Committee**

Any decision may be taken either:

- 20.1 at a meeting of the Executive Committee in accordance with Clause 21; or
- 20.2 by resolution in writing or electronic form agreed by a simple majority of the members of the Executive Committee, 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 of the Executive Committee members has signified their agreement.

## **21. Meetings and Proceedings of the Executive Committee**

- 21.1 The Executive Committee must hold at least one meeting each year.

### **21.2 *Calling Meetings***

- 21.2.1 The ECPR Chair or any five Executive Committee members may call a meeting of the Executive Committee.

- 21.2.2 Subject to that, the Executive Committee shall decide how their meetings are to be called, and what notice is required.

### 21.3 ***Chairing of Meetings***

The ECPR Chair shall chair the meetings of the Executive Committee. If no-one has been so appointed as ECPR Chair, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the ECPR Vice-Chair shall chair the meeting. In the absence of both the ECPR Chair and the ECPR Vice-Chair, the Executive Committee members present may appoint one of their number to chair that meeting.

### 21.4 ***Procedure at Meetings***

21.4.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two thirds of the members of the Executive Committee (rounded to the nearest whole number), or such larger number as the Executive Committee may decide from time to time. A member of the Executive Committee 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.

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

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

### 21.5 ***Participation in Meetings by Electronic Means***

21.5.1 A meeting may be held and any or all members of the Executive Committee may participate in a meeting by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants.

21.5.2 Any member of the Executive Committee participating at a meeting by suitable electronic means in accordance with Clause 21.5.1 shall qualify as being present at the meeting.

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

## 22. **Saving Provisions**

22.1 Subject to Clause 22.2, all decisions of the Executive Committee, or of a Subcommittee of the Executive Committee, shall be valid notwithstanding the participation in any vote of a member of the Executive Committee:

- 22.1.1 who was disqualified from holding office;
- 22.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 22.1.3 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 Executive Committee member and that Executive Committee member being counted in the quorum, the decision has been made by a majority of the members of the Executive Committee at a quorate meeting.

- 22.2 Clause 22.1 does not permit a member of the Executive Committee to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a committee or Subcommittee of the Executive Committee if, but for Clause 22.1, the resolution would have been void, or if the member of the Executive Committee has not complied with Clause 8.

## **23. Execution of Documents**

- 23.1 The ECPR shall execute documents either by signature or by affixing its seal (if it has one).
- 23.2 A document is validly executed by signature if it is signed by at least two members of the Executive Committee.
- 23.3 If the ECPR has a seal:
  - 23.3.1 it must comply with the provisions of the General Regulations; and
  - 23.3.2 it must only be used by the authority of the Executive Committee or of a committee or Subcommittee of the Executive Committee duly authorised by the Executive Committee. The Executive Committee may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two members of the Executive Committee.

## **24. Standing Groups and Research Networks**

- 24.1 The Executive Committee may delegate any of its powers or functions to **Standing Groups** and **Research Networks**. The delegation shall be made on the terms and conditions specified in the **Framework**.
- 24.2 All Standing Groups and Research Networks:
  - 24.2.1 may be established by the Executive Committee to advance all or any of the Objects of the ECPR and may focus on advancing the Objects in a

particular sub-field of political science or in respect of a particular class of beneficiaries;

- 24.2.2 are committees of the Executive Committee and as such are integral parts of the ECPR and are accountable to the Executive Committee;
  - 24.2.3 are bound by and must act in accordance with this constitution, the Standing Orders, the Framework and any other rules or bye laws of the ECPR;
  - 24.2.4 shall liaise with and must report on their membership, acts, proceedings and financial transactions to the Executive Committee in accordance with the Framework.
- 24.3 The Executive Committee shall review and, if they think fit, alter the arrangements they have made for the delegation of their powers in the Framework, provided always that they have first consulted with the convenors of the Standing Groups and Research Networks as specified in the Framework.
- 24.4 The power of delegation in this Clause 24 is in addition to the power of delegation in the General Regulations, the power to delegate to Committees in Clause 25, and any other powers of delegation available to the Executive Committee as Charity Trustees.

## **25. Delegation by the Executive Committee to Committees or Subcommittees**

- 25.1 The Executive Committee may delegate any of its powers or functions to Committees or Subcommittees, and, if it does, it must determine the terms and conditions on which the delegation is made. The Executive Committee may at any time alter those terms and conditions, or revoke the delegation.
- 25.2 This power is in addition to the power of delegation in the General Regulations, the power to delegate to Standing Groups and Research Networks in Clause 24 and any other powers of delegation available to the Executive Committee as Charity Trustees, but is subject to the following requirements:
- 25.2.1 all Committees and Subcommittees are committees of the Executive Committee and are thus accountable to the Executive Committee;
  - 25.2.2 all Committees and Subcommittees are bound by and must act in accordance with this constitution, the Standing Orders and any other rules or bye laws of the ECPR;
  - 25.2.3 the membership, acts and proceedings (including without limitation any financial transactions) of any Committee or Subcommittee must be reported to the Executive Committee on a regular basis; and

25.2.4 the Executive Committee shall from time to time review the arrangements which they have made for the delegation of their powers.

## **26. Use of Electronic Communications**

26.1 The ECPR will comply with the requirements of the **Communications Provisions** in the General Regulations and in particular:

26.1.1 the requirement to provide within 21 days to any Member on request a hard copy of any document or information sent to the Member otherwise than in hard copy form;

26.1.2 any requirements to provide information to the Commission in a particular form or manner.

### **26.2 To the ECPR**

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

### **26.3 By the ECPR**

26.3.1 Any Member or member of the Executive Committee of the ECPR, by providing the ECPR with his or her email address or similar, is taken to have agreed to receive communications from the ECPR in electronic form at that address, unless the Member or member of the Executive Committee has indicated to the ECPR his or her unwillingness to receive such communications in that form.

26.3.2 The Executive Committee may, subject to compliance with any legal requirements, by means of publication on its website:

- (a) provide the Members with the notice referred to in Clause 12.3;
- (b) give the Executive Committee notice of their meetings in accordance with Clause 21.2; and
- (c) submit any proposal to the Members or the Executive Committee for decision by electronic vote in accordance with the ECPR's powers under Clause 11.3.

26.3.3 The Executive Committee must:

- (a) take reasonable steps to ensure that Members and Executive Committee members are promptly notified of the publication of any such notice or proposal;
- (b) send any such notice or proposal in hard copy form to any Member or member of the Executive Committee who has not consented to receive communications in electronic form.

## **27. Keeping of Registers**

The ECPR 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 members of its Executive Committee.

## **28. Minutes**

28.1 The Executive Committee must keep minutes of all:

- (a) appointments of officers made by the Executive Committee;
- (b) proceedings at Council Meetings of the ECPR;
- (c) meetings of the Executive Committee and Subcommittees including:
  - (i) the names of the Executive Committee or Subcommittee members present at the meeting;
  - (ii) the decision made at the meetings; and
  - (iii) where appropriate the reasons for the decisions;
  - (iv) decisions made by the Executive Committee otherwise than in meetings.

28.2 All committees of the Executive Committee shall be required to keep such minutes and records as the Executive Committee shall from time to time require.

## **29. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance**

29.1 The Executive Committee 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. The statements of accounts, reports and returns must be sent to the Commission, regardless of the income of the ECPR, within 10 months of the ECPR's financial year end.

29.2 The Executive Committee must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the ECPR entered on the Central Register of Charities.

### **30. Rules**

The Executive Committee 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 ECPR, 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 ECPR on request.

### **31. Disputes**

If a dispute arises between Members of the ECPR 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.

### **32. Amendment of Constitution**

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

32.1 This constitution can only be amended:

32.1.1 by resolution agreed in writing by all Members of the ECPR; or

32.1.2 by a resolution passed by a 75% majority of votes cast at a Council Meeting.

32.2 Any alteration of Clause 4, this Clause 32, Clause 33, or of any provision where the alteration would provide authorisation for any benefit to be obtained by the Executive Committee or Members of the ECPR or persons connected with them, requires the prior written consent of the Commission.

32.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

32.4 A copy of any resolution altering the constitution, together with a copy of the ECPR'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.

### **33. Voluntary Winding Up or Dissolution**

33.1 As provided by the Dissolution Regulations, the ECPR may be dissolved by resolution of its Members. Any decision by the Members to wind up or dissolve the ECPR can only be made:

33.1.1 at a Council Meeting called in accordance with Clause 12, of which not less than one month's notice has been given to those eligible to attend and vote:

(a) by a resolution passed by a 75% majority of those voting; or

(b) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the Council Meeting; or

33.1.2 by a resolution agreed in writing by all Members of the ECPR.

33.2 Subject to the payment of all the ECPR's debts:

33.2.1 any resolution for the winding up of the ECPR, or for the dissolution of the ECPR without winding up, may contain a provision directing how any remaining assets of the ECPR shall be applied;

33.2.2 if the resolution does not contain such a provision, the Executive Committee must decide how any remaining assets of the ECPR shall be applied;

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

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

33.3.1 the Executive Committee must send with their application to the Commission:

(a) a copy of the resolution passed by the Members of the ECPR;

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

(c) a statement by the Executive Committee setting out the way in which any property of the ECPR has been or is to be applied prior to its dissolution in accordance with this constitution,



33.3.2 the Executive Committee must ensure that a copy of the application is sent within seven days to every Member and employee of the ECPR, and to any member of the Executive Committee of the ECPR who was not privy to the application.

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

## **34. Interpretation**

34.1 In this constitution:

**Affiliate** means any natural person affiliated to a Member, as determined by that Member's Official Representative.

**Annual Council Meeting** means an annual Council Meeting of the ECPR.

**Charity Trustee** has the meaning prescribed by section 177 of the Charities Act 2011.

**clear days** means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect.

**Closing Date** means the closing date and time for receipt of votes submitted by electronic vote pursuant to Clause 11.3.

**Commission** means the Charity Commission for England and Wales.

**Committee** means any committee, excluding Standing Groups and Research Networks, to which the Executive Committee may delegate responsibilities, and of which affiliates who are not members of the Executive Committee can be a member.

**Communications Provisions** means the Communications Provisions in Part 9 of the General Regulations.

**connected person** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Executive Committee member;
- (b) the spouse or civil partner of the Executive Committee member or of any person falling within Clause (a) above;
- (c) a person carrying on business in partnership with the Executive Committee member or with any person falling within Clause (a) or (b) above;
- (d) an institution which is controlled:

- (i) by the Executive Committee member or any connected person falling within Clause (a), (b), or (c) above; or
  - (ii) by two or more persons falling within Clause (d)(i), when taken together
- (e) a body corporate in which:
- (i) the Executive Committee member or any connected person falling within Clauses (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within Clause (e)(i) who, when taken together, have a substantial interest.

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

**Council Meeting** means a general meeting of the Members of the ECPR.

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

**ECPR Chair** means the chair of the Executive Committee appointed in accordance with Clause 19.

**ECPR Vice-Chair** means the vice-chair of the Executive Committee appointed in accordance with Clause 19.6.

**Electronic Voting Procedure** means the procedure for casting an electronic vote in accordance with Clause 11.3, as determined by the Executive Committee from time to time.

**Executive Committee** means the Charity Trustees of the ECPR.

**financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

**Framework** means the Framework for Standing Groups and Research Networks adopted by the Executive Committee from time to time.

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

**Member and Membership** refer to membership of the ECPR.

**Objects** means the objects of the ECPR set out in Clause 4 of this constitution.

**Official Representative** means the person authorised by each Member to act as its Official Representative in accordance with Clause 12.7.

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

**proxy notice** has the meaning set out in Clause 12.8.1.

**Research Network** means a committee of the Executive Committee designated by the Executive Committee as a Research Network.

**Senior Returning Officer** means the Speaker or, if the position is vacant or the Speaker is unable or unwilling to act, the individual designated by the ECPR Chair as the Senior Returning Officer.

**Speaker** means the Speaker of the ECPR appointed in accordance with Clause 13.

**Standing Group** means a committee of the Executive Committee designated by the Executive Committee as a Standing Group.

**Standing Orders** means the Standing Orders adopted by the Members in accordance with Clause 12.10.

**Subcommittee** means any subcommittee composed of members of the Executive Committee.

**supplier** has the meaning set out in Clause 7.3.1.

**written or in writing** refers to a legible document on paper or a document which can be printed onto paper including a fax, email or other form of electronic communication.

- 34.2 Except where the context requires otherwise, expressions defined in the Charities Act 2011 have the same meaning in this constitution.
- 34.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 34.4 References to one gender shall include any other gender.

## Appendix

### First Executive Committee Members, ECPR Chair & Speaker

1. The first members of the Executive Committee of the ECPR, as identified below, shall, subject to Clause 17, hold office until the date identified against their respective names:

Rudy B. Andeweg – 30 April 2018

Maurizio Carbone – 30 April 2021

Kris Deschouwer – 30 April 2021

Mary Farrell – 30 April 2021

Klaus Goetz – 30 April 2018

Olafur T. Hardarson – 30 April 2018

Reuven Y. Hazan – 30 April 2021

Richard S. Katz – 30 April 2018

Petri Koikkalainen – 30 April 2021

Birgit Sauer – 30 April 2018

Anna M. Sroka – 30 April 2021

Luca Verzichelli – 30 April 2018

2. The first ECPR Chair is Rudy B. Andeweg. He shall hold office as ECPR Chair until the expiry or termination of his term of office as a member of the Executive Committee.
3. The first Speaker of the Council is David M. Farrell. Subject to Clause 13.5, he shall hold office as Speaker until the date of the Annual Council Meeting held in 2016.