

6.71 The Charities Act 2011 or any substantial re-enactment details various reasons why a **committee member/trustee** would be disqualified, including any conviction involving deception or dishonesty, unless legally spent; undischarged bankruptcy; removal from being a trustee for misconduct; disqualification from being a company director or being subject to orders under the Insolvency Act.

6.72 The **committee** may wish to make a rule under clause 8.2 to require a **committee member/trustee** who appears incapable to undergo a medical examination. It is anticipated that such a request would in most cases lead to a voluntary resignation.

6.75 **Committee members/trustees** should not be able to walk away from their responsibilities without leaving at least two remaining **committee members/trustees** (see clause 1.4). Any **association** without at least two **committee members/trustees** in place will therefore be forced to dissolve (see clause 13).

6.76 This is a wise precaution. Keep in mind though, that if someone is removed as a **member** under clause 4.2, they are automatically removed as a **committee member/trustee** under clause 6.7.4. If someone is unsuitable to be a **committee member/trustee** but you are happy for them to remain as a **member** then remove them under this clause, and they can still continue to be a **member**. **Co-opted committee members/trustees** who are not members, can only be removed under this clause.

6.8 All **committee members/trustees** are entitled to recover from **the association** whatever funds they may have had to pay out as a consequence of running **the association**, e.g., paying for goods or services ordered by them and supplied to the charity.

6.10 Occasionally a mistake occurs in appointment procedures. If a mistake of this kind is discovered it does not retrospectively invalidate previous decisions but should be put right before further decisions are taken.

7. COMMITTEE MEETINGS

7.1 The **committee** can decide the number of times it needs to meet to carry out its work but the minimum number is three during an academic year.

7.2 The quorum here is the minimum number of **committee members/trustees** who must be present for **the committee** meeting to be valid. For example, for a committee with 10 committee members/ trustees, a quorum would be reached with five **committee members/trustees**. The provision that requires both members to be present when there are only two elected committee members is in place to protect the interests of the charity and prevent one person from making decisions on behalf of **the association**.

7.4 It may be necessary for **the association** to make a decision outside of **the committee** meetings. This can be done by **written** resolution but has to be signed by all **committee members/trustees**. This needs to be passed unanimously because decisions taken by **written** resolution do not allow an opportunity to debate an issue as would happen at a meeting.

7.5 The casting vote is given to the person who is in charge of the meeting and is intended to enable the meeting to proceed with its business. It is usual for the casting vote to be given in favour of allowing further debate on the matter on a future occasion.

6.6 Nominations for election to **the committee** may be made by any **member of the association** and seconded by another. Such nominations must have the consent of the nominee. Nominations should be made **in writing to the Chair** at any time until the election process has been completed. If no nominations or an insufficient number are received before the **AGM**, any members present may nominate a person, with their consent, and that person may be appointed by a majority vote of those present.

6.7 A **committee member/trustee** (whether elected or co-opted) automatically ceases to be a **committee member/trustee** if he or she:

6.7.1 is disqualified under section 178 of the Charities Act 2011 or any substantial re-enactment from acting as a **charity trustee**

6.7.2 in the **written** opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months

6.7.3 is absent from three consecutive meetings of **the committee** without prior notification to the Secretary

6.7.4 ceases to be a **member of the association**

6.7.5 resigns by **written** notice to **the committee** but only if at least two **committee members/trustees** remain in office

6.7.6 is removed by a resolution passed by a majority of other **committee members/trustees**. Removal is not effective until **the committee member/trustee** concerned has been notified **in writing** of the proposal and his/her right to respond within 14 clear days, and the matter has been considered in light of any representations made.

6.8 All **committee members/trustees** shall be entitled to reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of **the association**.

6.9 A retiring **committee member/trustee** is entitled to an indemnity from the continuing **committee members/trustees** at the expense of **the association** in respect of any liabilities properly incurred while he or she held office.

6.10 A technical defect in the appointment of a **committee member/trustee** of which **the committee** is unaware at the time does not invalidate decisions taken at a meeting.

7. COMMITTEE MEETINGS

7.1 The **committee** must hold at least three meetings every academic year. Meetings can be held physically or virtually. A virtual meeting may be held by suitable electronic means agreed by the committee members in which each participant can see and hear all other participants. These meetings must comply with all other rules for the meeting, including chairing, taking of minutes and quorums.

7.2 A quorum at a committee meeting is 50 per cent, rounded up to the nearest whole number, of the total number of committee members. This applies where there are three or more committee members in post. Where there are only two, 100% attendance is required to be quorate to prevent a single individual having the power to make decisions on behalf of **the association**.

7.3 **The Chair** or, if **the Chair** is unable or unwilling to do so, some other **committee member/trustee** chosen by the members present is in charge at each committee meeting.

7.4 Every decision may be made by a simple majority of the votes cast at a committee meeting. A resolution which is **in writing** (including by email) and signed by all **committee members/trustees** is equally valid. The resolution may be contained in more than one document and will be treated as passed on the date of the last signature.