



The Constitution of The National Association of School-Based Teacher Trainers (NASBTT)

(a Charitable Incorporated Organisation (CIO) as determined by the Charities Act (2011) completed by the Charitable Incorporated Organisations (General) Regulations (2012) and the Charitable Incorporated Organisations (Insolvency and Dissolution Regulations (2012))

1. Title

- 1.1. The organisation shall be known as the National Association of School-Based Teacher Trainers (NASBTT).

2. National location of principal office

- 2.1. England.

3. Objects

- 3.1. The object of the National Association of School-Based Teacher Trainers (NASBTT) is the advancement of education of pupils/children in schools through the raising of standards and development of high quality learning and teaching by:
 - a) Promoting programmes of initial training, education and professional development of teachers
 - b) Representing, supporting and developing schools-led/driven teacher training
 - c) Facilitating co-operation/communication between member institutions
 - d) Providing a forum for sharing information and evidence-based research
 - e) Representing the interests of schools-led initial teacher training (ITT) provision in relation to the development, implementation and influencing of national policy to the extent this is permissible within the legal framework for a charity in England and Wales
 - f) Supporting those with responsibility for the overall management of schools-led ITT provision, schools and other institutions present or future.

4. Powers

- 4.1. In furtherance of the above objectives, NASBTT shall have the power to:
 - a). Provide a means, at national, regional and local levels, for meetings, seminars, conferences and other forums on all matters relating to the training, education and professional development of individuals engaged in school-led teacher education and training;
 - b). Contribute to the formulation, development and implementation of policies (at national, regional and local levels) relevant to its objectives by working in partnership with other agencies and through influencing activities;
 - c). Act as a resource for the sharing of ideas and exchange of information amongst its members and other organisations and institutions;
 - d). Undertake other activities that might further the objectives of NASBTT;

- e). Borrow money and to change the whole or any part of its property as security for the repayment of money borrowed;
- f). Buy, take on lease or in exchange hire or otherwise acquire any property and to maintain and equip it for use;
- g). Sell, lease or otherwise dispose of all or any part of the property belonging to NASBTT. In exercising this power, NASBTT must comply as appropriate with Sections 117 and 119-123 of the Charities Act 2011;
- h). Employ and remunerate such staff as are necessary for carrying out NASBTT's work. NASBTT may employ a NASBTT Trustee only to the extent that it is permitted to do so by Clause 6 (*Benefits and payments to charity trustees and connected persons*) and provided it complies with the conditions of those clauses;
- i). Deposit or invest funds, employ a professional fund manager, and arrange for investments or other property to be held in the name of a nominee, in the same manner and subject to the same conditions as trustees of a trust are permitted to do so by the Trustee Act 2000.

5. Application of income and property

- 5.1. The income and property of NASBTT must be applied solely towards the promotion of the Objects.
- 5.2. A NASBTT Trustee is entitled to be reimbursed from NASBTT's property or may pay out of such property reasonable expenses incurred by him/her when acting on NASBTT's behalf.
- 5.3. A NASBTT Trustee may benefit from trustee indemnity insurance cover purchased at NASBTT's expense in accordance with, and subject to, the conditions in Section 189 of the Charities Act 2011.
- 5.4. None of NASBTT's income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of NASBTT. This does not prevent a member who is not also a NASBTT Trustee receiving:
 - a). A benefit from NASBTT as a beneficiary of NASBTT;
 - b). Reasonable and proper remuneration for any goods or services supplied to NASBTT.
- 5.5. Nothing in this clause shall prevent a NASBTT Trustee or connected person receiving any benefit or payment which is authorised by Clause 6 (*Benefits and payments to charity trustees and connected persons*).

6. Benefits and payments to charity trustees and connected persons

General provisions

- 6.1. No NASBTT Trustee or connected person may:
 - a). Buy or receive goods or services from NASBTT on terms preferential to those applicable to members of the public;
 - b). Sell goods, services or any interest in land to NASBTT;
 - c). Be employed by, or receive remuneration from, NASBTT;
 - d). Receive any other financial benefit from NASBTT unless the payment or benefit is permitted by the *Scope and powers permitting trustees' or connected persons benefits* (Clauses 6.2.-6.8.) as detailed below, or authorised by the Charity Commission. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting trustees' or connected persons' benefits

- 6.2. A NASBTT Trustee or connected person may receive a benefit from NASBTT as a beneficiary of NASBTT provided that it is available generally to the beneficiaries of NASBTT.
- 6.3. A NASBTT Trustee 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 NASBTT where that is permitted in accordance with, and subject to the conditions in, Sections 185-188 of the Charities Act 2011.
- 6.4. Subject to the *Payment for the supply of goods only: controls* (Clauses 6.8.-6.9.) as detailed below, a NASBTT Trustee or connected person may provide NASBTT with goods that are not supplied in connection with services provided to NASBTT by the NASBTT Trustee or the connected person.
- 6.5. A NASBTT Trustee or connected person may receive interest on money lent to NASBTT at a reasonable and proper rate which must not be more than the Bank of England base rate.
- 6.6. A NASBTT Trustee or connected person may receive rent for premises let by the Trustee or connected person to NASBTT. The amount of rent and other terms of the lease must be reasonable and proper. The NASBTT Trustee concerned must withdraw from any meeting at which such a proposal, the rent or other terms of the lease are under discussion.
- 6.7. A NASBTT Trustee or connected person may take part in the normal trading and fundraising activities of NASBTT on the same terms as members of the public.

Payment for the supply of goods only: controls

- 6.8. NASBTT and its Trustees may only rely upon the authority provided by Sub-Clause 6.4. of this Clause if each of the following conditions is satisfied:
 - a). The amount or maximum amount of the payment for the goods is set out in a written agreement between NASBTT and the NASBTT Trustee or connected person supplying the goods (the supplier);
 - b). 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;
 - c). The other NASBTT Trustees are satisfied that it is in the best interests of NASBTT to contract with the supplier rather than with someone who is not a NASBTT Trustee or connected person. In reaching that decision, the NASBTT Trustees must balance the advantage of contracting with a NASBTT Trustee or connected person against the disadvantages of doing so. 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/her with regard to the supply of goods to NASBTT;
 - d). The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of NASBTT Trustees is present at the meeting;
 - e). The reason for the decision is recorded by the NASBTT Trustees in the minutes of the meeting;
 - f). A majority of NASBTT Trustees then in office are not in receipt of remuneration or payments authorised by the *Scope and powers permitting trustees' or connected persons' benefits* (Sub-Clauses 6.2.-6.7.) as detailed above.
- 6.9. In Sub-Clauses 6.2. to 6.8., (*Scope and powers permitting to trustees' or connected persons' benefits* and *Payment for the supply of goods only: controls*) "connected person" includes any person within the definition set out in Clause 30 (*Interpretation*).

7. Conflicts of Interest and conflicts of loyalty

- 7.1. A NASBTT Trustee must:
- a). Declare the nature and extent of any interest, direct or indirect, which he/she has in a proposed transaction or arrangement with NASBTT or in any transaction or arrangement entered into by NASBTT which has not previously been declared; and
 - b). Absent himself/herself from any discussions of the NASBTT Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of NASBTT and any personal interest (including but not limited to any financial interest).
- 7.2. Any NASBTT Trustee absenting himself/herself from any discussion in accordance with this Clause must not vote or be counted as part of the quorum in any decision of the NASBTT Trustees on the matter.

8. Liability of members to contribute to the assets of NASBTT if it is wound up

- 8.1. If NASBTT is wound up, the members of NASBTT have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of NASBTT

Admission of new members

- 9.1. Membership of NASBTT is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members as set out in Clause 9.5. (*Duty of members*).
- 9.2. A member may be an individual or a corporate body, or an individual or a corporate body representing an organisation which is not incorporated. Voting members are as identified in 11.29. and 11.30.

Admission procedure

- 9.3. NASBTT Trustees:
- a). May require applications for membership to be made in any reasonable way that they decide;
 - b). Shall, if they approve an application for membership, notify the applicant of their decision within 28 days;
 - c). May refuse an application for membership if they believe that it is in the best interests of NASBTT for them to do so;
 - d). Shall, if they refuse an application for membership, give the applicant their reasons for doing so within 28 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal;
 - e). Shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

Transfer of membership

- 9.4. Membership of NASBTT cannot be transferred to anyone else, except in the case of an individual or a corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until NASBTT has received written notification of the transfer.

Duty of members

- 9.5. It is the duty of each member of NASBTT to exercise his or her powers as a member of NASBTT in the way he/she decides in good faith would be the most likely to further NASBTT's objectives.

Termination of membership

- 9.6. Membership of NASBTT comes to an end if:
- a). The member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist;
 - b). The member sends a letter of resignation to the NASBTT Trustees;
 - c). Any sum of money owed by a member to NASBTT is not paid in full within six months of its falling due;
 - d). NASBTT Trustees decide that it is in the best interests of NASBTT that the member in question should be removed from membership, and pass a resolution to that effect.
- 9.7. Before NASBTT Trustees take any decision to remove someone from the membership list, they must:
- a). Inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - b). Give the member at least 28 clear days notice in which to make representation to the NASBTT Trustees as to why he, she or it should not be removed from membership;
 - c). At a duly constituted meeting of NASBTT Trustees, consider whether or not the member should be removed from membership;
 - d). Consider at that meeting any representation which the member makes as to why the member should not be removed; and
 - e). Allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

Membership fees

- 9.8. NASBTT will require members to pay reasonable membership fees to NASBTT.

Informal or associate (non-voting) membership

- 9.9. NASBTT Trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including the payment of membership fees) and the conditions for admission to, and the termination of membership of any such class of members.
- 9.10. 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. Members' decisions

General provisions

- 10.1. Except for those decisions that must be taken in a particular way as indicated in Sub-Clause 10.9. of this Clause (*Decisions that must be taken in a particular way*), decisions of the members of NASBTT may be taken either by vote at a general meeting as provided in Sub-Clause 10.2. (*Taking ordinary decisions by vote*) of this clause or by written resolutions as provided in Sub-Clause 10.3. (*Taking ordinary decisions by written resolution without a general meeting*) of this Clause.

Taking ordinary decisions by vote

- 10.2. Subject to Sub-Clause 10.9. (*Decisions that must be taken in a particular way*) of this Clause, any decision of NASBTT members may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting, including votes cast by postal or email ballot, and proxy votes.

Taking ordinary decisions by written resolution without a general meeting

- 10.3. Subject to Sub-Clause 10.9. (*Decisions that must be taken in a particular way*) of this Clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- a). A copy of the resolution has been sent to all of the members eligible to vote; and
 - b). A simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or, in the case of an organisation which is a member, by execution according to its usual procedure), by statement of their identity accompanying the document, or in such other manner as NASBTT has specified.
- 10.4. The resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 10.5. Eligibility to vote on the resolution is limited to members who are NASBTT members on the date when the proposal is first circulated in accordance with Sub-Clause 10.3.a. (*Taking ordinary decisions by written resolution without a general meeting*) of this Clause.
- 10.6. Not less than 10% of the members of NASBTT may request the NASBTT Trustees to make a proposal for a decision by the members.
- 10.7. NASBTT Trustees must, within 28 days of receiving such a request, comply with it if:
- a). The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - b). The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - c). The effect can lawfully be given to the proposal if it is so agreed.
- 10.8. Sub-Clauses 10.3.-10.5. (*Taking ordinary decisions by written resolution without a general meeting*) of this Clause apply to a proposal made at the request of the members.
- 10.9. *Decisions that must be taken in a particular way:*
- a). Any decision to remove a trustee must be taken in accordance with Clause 15.2. (*Retirement and removal of charity trustees*);
 - b). Any decision to amend this Constitution must be taken in accordance with Clause 28 (*Amendment of constitution*) of this Constitution;
 - c). Any decision to wind up or dissolve NASBTT must be taken in accordance with Clause 29 (*Voluntary winding up or dissolution*) of this Constitution. Any decision to amalgamate or transfer the undertaking of NASBTT to one or more other Charitable Incorporated Organisation must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members: the NASBTT Council

Types of general meeting

- 11.1. There must be an Annual General Meeting (AGM) of the NASBTT Council (members of NASBTT). The first AGM must be held within 18 months of the registration of NASBTT, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Trustees' annual report, and must elect trustees as required under Clause 13 (*Appointment of NASBTT Trustees*).
- 11.2. There will, in the first term of each academic year, be an Annual General Meeting organised by the Executive Director to which all members of the Management Team and Council shall be able to attend. The normal business of the AGM will be to appoint the auditors for the current year and to approve the annual report and the accounts for the preceding year.
- 11.3. Other general meetings of the NASBTT Council may be held at any time.

All Council meetings must be held in accordance with the following provisions:

Calling general meetings

- 11.4. NASBTT Trustees:
 - a). Must call the Annual General Meeting of the members of NASBTT in accordance with Sub-Clause 11.1. (*Types of general meeting*) of this Clause, and identify it as such in the notice of the meeting; and
 - b). May call any other general meeting of the members at any time.
- 11.5. NASBTT Trustees must, within 28 days, call a general meeting of the members of NASBTT if:
 - a). They receive a request to do so from at least 10% of NASBTT members; and
 - b). The request states the general nature of the business to be dealt with at the meeting, and this is authenticated by the member(s) making the request.
- 11.6. If, at the time of any such request, there has not been any general meeting of the members of NASBTT for more than 12 months, then Sub-Clause 11.5. (*Calling general meetings*) of this Clause shall have effect as if 5% were substituted for 10%.
- 11.7. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- 11.8. A resolution may only be properly proposed if it is lawful, and it is not defamatory, frivolous or vexatious.
- 11.9. Any general meeting called by the NASBTT Trustees at the request of the members of NASBTT must be held within 28 days from the date on which it is called.
- 11.10. If the NASBTT Trustees fail to comply with the obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- 11.11. A general meeting called in this way must be held not more than three months after the date when the members first requested the meeting.

- 11.12. NASBTT must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of NASBTT Trustees to duly call the meeting, but NASBTT shall be entitled to be indemnified by the NASBTT Trustees who were responsible for such failure.

Notice of general meetings

- 11.13. NASBTT Trustees or, as the case may be, the relevant members of NASBTT, must give at least 14 days' notice of any general meeting to all of the members, and to any NASBTT Trustee who is not a member.
- 11.14. If it is agreed by not less than 75% of all of the members of NASBTT, any resolution may be proposed and passed at the meeting even though the requirements of Sub-Clause 11.13. (*Notice of general meetings*) of this Clause have not been met. This Sub-Clause does not apply where the specified period of notice is strictly required by another clause in this Constitution, by the Charities Act 2011 or by the General Regulations.
- 11.15. The notice of the general meeting must:
- a). State the time and date of the meeting;
 - b). Give the address at which the meeting is to take place;
 - c). Give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - d). If a proposal to alter the Constitution of NASBTT is to be considered at the meeting, include the text of the proposed alteration;
 - e). Include, with the notice for the AGM, the annual statement of accounts and the Trustees' annual report, details of persons standing for election or re-election as a trustee, or where allowed under Clause 22 (*Use of electronic communication*) details of where the information may be found on NASBTT's website.
- 11.16. Proof 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.
- 11.17. The proceedings of a meeting shall not be invalidated because a member did not receive it because of an accidental omission by NASBTT.

Chairing of general meetings

- 11.18. The person nominated by the NASBTT Trustees as Chair under Clause 19.3. (*Chairing of meetings*) shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of NASBTT who are present at a general meeting shall elect a chair to preside at the meeting.

Quorum at general meetings

- 11.19. No business may be transacted at any general meeting of NASBTT members unless a quorum is present when the meeting starts.
- 11.20. Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or eight members. An organisation represented by a person present at the meeting in accordance with Sub-Clause 11.7. (*Calling general meetings*) of this Clause is counted as being present in person.
- 11.21. 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.

- 11.22. 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 must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to NASBTT members at least seven clear days from the date on which it will resume.
- 11.23. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the NASBTT Trustees but may not make any decisions. If decisions are required which must be made by a meeting of members, the meeting must be adjourned.

Voting at general meetings

- 11.24. Any decision other than one falling within Sub-Clause 10.3. (*Taking ordinary decisions by written resolution without a general meeting*) shall be taken by a simple majority of votes cast at the meeting, including proxy and postal votes. Every member has only one vote (reference to 9.10.).
- 11.25. A resolution put to the vote of a meeting shall be decided on a show of hands, unless a poll is duly demanded. A poll may be demanded by the Chair or by at least 10% of the members present in person or by proxy at the meeting.
- 11.26. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result announced, in such a manner as the Chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- 11.27. A poll may be taken:
- a). At the meeting at which it was demanded;
 - b). At some other time and place specified by the Chair;
 - c). Through the use of postal or electronic communications.
- 11.28. In the event of an equality of votes, whether on a show of hands or a poll, the Chair of the meeting shall have a second or casting vote.
- 11.29. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the Chair of the meeting is final.

Representation of organisations and corporate members

- 11.30. An organisation or corporate body that is a member of NASBTT may, in accordance with its usual decision making process, authorise a person to act as its representative at any general meeting of NASBTT.
- 11.31. The representative is entitled to exercise the same powers on behalf of the organisation or a corporate body as the organisation or the corporate body could exercise as an individual member of NASBTT.

Adjournment of meetings

- 11.32. The Chair may with the consent of the 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 have been transacted at the original meeting.

12. NASBTT Trustees

Functions and duties of NASBTT Trustees

- 12.1. The supreme decision taking body in NASBTT shall be the Management Team, members of which will have the legal and other responsibilities of trustees of the organisation.
- 12.2. These NASBTT Trustees shall manage the affairs of NASBTT and may for that purpose exercise all of the powers of NASBTT. It is the duty of each NASBTT Trustee:
 - a). To exercise his/her powers and to perform his/her functions as a trustee in the way he/she decides in good faith would be most likely to further NASBTT's purposes; and
 - b). To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - i). Any special knowledge or experience that he/she has or holds himself/herself as having; and
 - ii). If he/she acts as a NASBTT Trustee in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of such a person acting in the course of that kind of business or profession.

Eligibility for trusteeship

- 12.3. Every NASBTT Trustee must be a natural person.
- 12.4. No one may be appointed as a NASBTT Trustee:
 - a). If he/she is under 18 years of age;
 - b). If he/she is disqualified from acting as a NASBTT Trustee by virtue of Sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 12.5. No one is entitled to act as a NASBTT Trustee, whether on appointment or on any re-appointment, until he/she has expressly acknowledged, in whatever way the NASBTT Trustees decide, his or her acceptance of the office of NASBTT Trustee.

Number of NASBTT Trustees

- 12.6. There is no maximum number of NASBTT Trustees that may be appointed.
- 12.7. There must be at least three NASBTT Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the NASBTT Trustees, or appoint a new NASBTT Trustee.
- 12.8. The Management Team (NASBTT Trustees) shall consist of:
 - a). The Honorary Officers: Chair, Vice Chair and Treasurer, as elected by the members of NASBTT¹;
 - b). Two members elected by the membership, one from the primary sector and one from the secondary sector¹;
 - c). A minimum of five co-opted by the Management Team to secure, inter alia, an appropriate mix of skills, knowledge, experience and background.

First NASBTT Trustees

- 12.9. The first NASBTT Trustees are:

¹ Initially, these positions have been nominated by members of the NASBTT Management Team.

Chair:	Ian Hollingsworth	
Vice Chair:	Kay Truscott-Howell	
Treasurer:	David Maynard	
Primary:	Andy Ogden	
Secondary:	Stuart Russell	
Trustees:	Derek Boyle	Claire Harnden
	Neil Brading	Lizana Oberholzer
	Alys Finch	Judi Osborne
	Elizabeth Ford	Helen Ostell
	Kim Francis	David Parker
	Patrick Garton	Anna Richards
Co-opted:		

13. Appointment of NASBTT Trustees

- 13.1. At every Annual General Meeting of the members of NASBTT, one-third of the NASBTT Trustees shall retire from office after an initial three year period. If the number of NASBTT Trustees is not a multiple of three, then the number nearest to one-third shall retire from office.
- 13.2. The NASBTT Trustees to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment. If any trustees were last appointed or re-appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 13.3. The vacancies so arising may be filled by the decision of the members at the Annual General Meeting; any vacancies not filled at the Annual General Meeting may be filled as provided in Sub-Clause 13.4. (*Appointment of NASBTT Trustees*) of this Clause.
- 13.4. The members or the NASBTT Trustees may at any time decide to appoint a new NASBTT Trustee, whether in place of a NASBTT Trustee who has retired or been removed in accordance with Clause 15 (*Retirement and removal of charity trustees*), or as an additional NASBTT Trustee, provided that the limit specified in Sub-Clauses 12.6.-12.8. (*Number of NASBTT Trustees*) as detailed above would not as a result be exceeded.
- 13.5. A person so appointed by the members of NASBTT shall retire in accordance with the provisions of Sub-Clauses 13.1. and 13.2. (*Appointment of NASBTT Trustees*) of this Clause. A person so appointed by the NASBTT Trustees shall retire at the conclusion of the next Annual General Meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the NASBTT Trustees is to retire by rotation at that meeting.

Nominated NASBTT trustees

- 13.6. The NASBTT Trustees (“the appointing body”) may appoint further NASBTT Trustees.
- 13.7. Any appointment must be made at a meeting held according to the ordinary practice of the appointing body.
- 13.8. Each appointment must be for a term of three years.
- 13.9. The appointment will be effective from the later of:
 - a). The date of the vacancy; or
 - b). The date on which NASBTT is informed of the appointment.

13.10. The person appointed need not be a member of the “appointing body”.

13.11. A Trustee appointed by the “appointing body” has the same duty under Sub-Clauses 12.1. and 12.2. (*Functions and duties of NASBTT Trustees*) detailed above as the other NASBTT Trustees to act in the way he/she decides in good faith would be most likely to further the purposes of NASBTT.

14. Information for new charity trustees

14.1. The NASBTT Trustees will make available to each new NASBTT Trustee, on or before his or her first appointment:

- a). A copy of this Constitution and any amendments made to it; and
- b). A copy of NASBTT’s latest Trustees’ annual report and statement of accounts.

15. Retirement and removal of charity trustees

15.1. A NASBTT Trustee ceases to hold office if he/she:

- a). Retires by notifying the NASBTT Trustees in writing (but only if enough NASBTT Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- b). Is absent without the permission of the NASBTT Trustees from all the meetings held within a period of six months and the NASBTT Trustees resolve that his or her office be vacated;
- c). Dies;
- d). In the written opinion, given to the organisation, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- e). Is removed by the members of NASBTT in accordance with Sub-Clause 15.2. (*Retirement and removal of charity trustees*) of this Clause; or
- f). Is disqualified from acting as a NASBTT Trustee by virtue of Sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

15.2. A NASBTT Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with Clause 11 (*General meetings of members: the NASBTT Council*) as detailed above and the resolution is passed by a two-thirds majority of votes cast at the meeting.

15.3. A resolution to remove a NASBTT Trustee in accordance with this Clause (*Retirement and removal of charity trustees*) 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 representation(s) to the Trustees.

16. Re-appointment of NASBTT Trustees

16.1. Any person who retires as a NASBTT Trustee by rotation or by giving notice to NASBTT is eligible for re-appointment.

17. Taking of decisions by NASBTT Trustees

- 17.1. Any decision may be taken either:
- a). At a meeting of the NASBTT Trustees; or
 - b). By resolution in writing or electronic form agreed by all of the NASBTT Trustees, 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 NASBTT Trustees has signified their agreement.

18. Delegation by NASBTT Trustees

- 18.1. The NASBTT Trustees may delegate any of their powers or functions to a committee or committees, and, if they do so, they must determine the terms and conditions on which the delegation is made. The NASBTT Trustees may at any time alter those terms and conditions, or revoke the delegation.
- 18.2. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the NASBTT Trustees, but is subject to the following requirements:
- a). A committee may consist of two or more persons, but at least one member of each committee must be a NASBTT Trustee;
 - b). The acts and proceedings of any committee must be brought to the attention of the NASBTT Trustees as a whole as soon as is reasonably practicable; and
 - c). The NASBTT Trustees shall, from time to time, review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of NASBTT Trustees

Calling meetings

- 19.1. Any NASBTT Trustee may call a meeting of the NASBTT Trustees.
- 19.2. Subject to that, the NASBTT Trustees shall decide how their meetings are to be called, and what notice is required.

Chairing of meetings

- 19.3. The NASBTT Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within ten minutes after the start time of the meeting, the NASBTT Trustees present may appoint one of their number to chair that meeting.

Procedure at meetings

- 19.4. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is seven Trustees. A NASBTT Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he/she is not entitled to vote.
- 19.5. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 19.6. In the case of an equality of votes, the Chair shall have a second or casting vote.

Participation in meetings by electronic means

- 19.7. A meeting may be held by suitable electronic means agreed by the NASBTT Trustees in which each participant may communicate with all of the other participants.

- 19.8. Any NASBTT Trustee participating at a meeting by suitable electronic means agreed by the NASBTT Trustees in which a participant or participants may communicate with all of the other participants shall qualify as being present at the meeting.
- 19.9. Meetings held by electronic means must comply with the rules for meetings, including the chairing and the taking of minutes.

Attendance at meetings

- 19.10. Meetings of the NASBTT Trustees will also be attended, in a non-voting capacity, by the:
 - a). NASBTT Executive Director;
 - b). NASBTT Executive Officer;
 - c). Others as invited by the NASBTT Trustees.

20. Saving provisions

- 20.1. Subject to Sub-Clause 20.2. (*Saving provisions*) of this Clause, all decisions of the NASBTT Trustees, or of a committee of NASBTT Trustees, shall be valid notwithstanding the participation in any vote of a NASBTT Trustee:
 - a). Who was disqualified from holding office;
 - b). Who had previously retired or who had been obliged by the Constitution to vacate office;
 - c). 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 NASBTT Trustee and that NASBTT Trustee being counted in the quorum, the decision has been made by a majority of the NASBTT Trustees at a quorate meeting.
- 20.2. Sub-Clause 20.1. (*Saving provisions*) of this Clause does not permit a NASBTT Trustee to keep any benefit that may be conferred upon him/her by a resolution of the NASBTT Trustees or of a committee of NASBTT Trustees if, but for Clause 20.1. (*Saving provisions*) of this Clause, the resolution would have been void, or if the NASBTT trustee has not complied with Clause 7 (*Conflicts of interest and conflicts of loyalty*).

21. Execution of documents

- 21.1. The Charitable Incorporated Organisation shall execute documents by signature.
- 21.2. A document is validly executed by signature if it is signed by at least two of the NASBTT Trustees.

22. Use of electronic communications

- 22.1. NASBTT will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
 - a). 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;
 - b). Any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of registers

- 23.1. NASBTT will comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and NASBTT Trustees.

24. Minutes

- 24.1. The NASBTT Trustees must keep minutes of all:
- a). Appointments of officers made by the NASBTT Trustees;
 - b). Proceedings at general meetings of NASBTT;
 - c). Meetings of the NASBTT Trustees and committees of NASBTT Trustees including:
 - i. The names of the NASBTT Trustees present at the meeting;
 - ii. The decisions made at the meetings; and
 - iii. Where appropriate the reasons for the decisions;
 - d). Decisions made by the NASBTT Trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- 25.1. The NASBTT Trustees will 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.
- 25.2. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of NASBTT, within ten months of the financial year end.
- 25.3. The NASBTT Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of NASBTT entered on the Central Register of Charities.

26. Rules

- 26.1. The NASBTT Trustees 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 NASBTT, 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 NASBTT on request.

27. Disputes

- 27.1. If a dispute arises between members of NASBTT 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.

28. Amendment of constitution

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

- 28.1. This Constitution can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of NASBTT.

- 28.2. Any alteration of Clause 3 (*Objects*), Clause 29 (*Voluntary winding up or dissolution*), this Clause (*Amendment of constitution*), or of any provision where the alteration would provide authorisation for any benefit to be obtained by NASBTT Trustees or members of NASBTT or persons connected with them, requires the prior written consent of the Charity Commission.
- 28.3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 28.4. A copy of any resolution altering the Constitution, together with a copy of NASBTT'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.

29. Voluntary winding up or dissolution

- 29.1. As provided by the Dissolution Regulations, NASBTT may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve NASBTT can only be made:
 - a). At a general meeting of the members of NASBTT called in accordance with Clause 11 (*Meetings of members*), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i. By a resolution passed by a 75% majority of those voting; or
 - ii. By a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - iii. By a resolution agreed in writing by all members of NASBTT.
- 29.2. Subject to the payment of all of NASBTT's debts:
 - a). Any resolution for the winding up of NASBTT, or for the dissolution of NASBTT without winding up, may contain a provision directing how any remaining assets of NASBTT shall be applied;
 - b). If the resolution does not contain such a provision, the NASBTT Trustees must decide how any remaining assets of NASBTT shall be applied;
 - c). In either case, the remaining assets must be applied for charitable purposes the same as or similar to those of NASBTT.
- 29.3. NASBTT will observe the requirements of the Dissolution Regulations in applying to the Commission for NASBTT to be removed from the Register of Charities, and in particular:
 - a). The NASBTT Trustees must send with their application to the Commission:
 - i. A copy of the resolution passed by the members of NASBTT;
 - ii. A declaration by NASBTT Trustees that any debts and other liabilities of NASBTT have been settled or otherwise provided for in full; and
 - iii. A statement by NASBTT Trustees setting out the way in which any property of NASBTT has been or is to be applied prior to its dissolution in accordance with this constitution;
 - b). The NASBTT Trustees must ensure that a copy of the application is sent within seven days to every member and employee of NASBTT, and to any NASBTT Trustee of NASBTT who was not privy to the application.
- 29.4. If NASBTT is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

30.1. In this Constitution, “connected person” means a child, parent, grandchild, grandparent, brother or sister of the NASBTT Trustee.