

Constitution of International Association for Fire Safety Science

Version 1.11 – 12 June 2022

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is “International Association for Fire Safety Science” (IAFSS).

2. National location of principal office

The principal office of the CIO is in England.

3. Objects

The objects of the CIO are for the public benefit to (a) promote research into the science of preventing and mitigating the adverse effects of fire and (b) disseminate the results of such research.

4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO has power:

(1) Acquisition, management and disposal of assets

- (a) to buy, take on lease, share, hire or otherwise acquire property of any sort;
- (b) to sell, lease or otherwise dispose of all or any part of the property belonging to the CIO, provided that, where applicable, the CIO, and its Trustees, comply with s.117 to 123 of the Charities Act;
- (c) to borrow money and to charge the whole or any part of the property belonging to the CIO as security, provided that if the CIO wishes to mortgage land, the CIO and its Trustees comply with s.124 to 126 of the Charities Act;
- (d) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land.

(2) Employees and others

- (a) subject to clauses 6 and 7, to employ and pay any employees and other staff, consultants, agents and advisers;
- (b) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants.

(3) Funding

- (a) to invite and receive contributions or grants, enter into contracts, seek subscriptions and raise funds in any way including by carrying on trade but not by means of Taxable Trading;
- (b) to give or receive guarantees or indemnities.

(4) Activities

- (a) to organise and support symposia and other educational activities in the field of fire safety science;
- (b) to promote or undertake study or research and disseminate the useful results of such research;
- (c) to produce, print and publish anything in or on any media;
- (d) to provide grants, scholarships, awards or materials in kind and to provide or procure the provision of services, education, training, consultancy, advice, support, counselling or guidance;
- (e) to promote and advertise the CIO's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government or statutory authorities or other public bodies by undertaking campaigning and, in furtherance of the Objects but not otherwise, the Trustees shall have power to engage in political activity provided that the Trustees are satisfied that the proposed activities will further the purposes of the CIO to an extent justified by the resources committed and the activity is not the dominant means by which the CIO carries out its Objects;
- (f) to undertake the administration or management (whether as trustee, agent or otherwise) of any charitable trust;
- (g) to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees.

(5) Collaboration

- (a) to establish, promote and otherwise assist in any way any limited company or companies or other bodies for the purpose of furthering in any way the Objects or to acquire property or to undertake any form of trading activity, and to establish the same either as wholly owned subsidiaries of the CIO or jointly with other persons (including government departments or statutory authorities) and to finance them by way of loan or share subscription or other means;
- (b) to take control of, support, co-operate, federate, merge, join or amalgamate with any other persons;
- (c) to transfer to or to purchase or otherwise acquire from any person with or without consideration, any property, assets or liabilities, and to perform any of their engagements;
- (d) to co-operate and enter into any arrangements with any person (including any government department or statutory authority).

(6) Banking and Insurance

- (a) to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- (b) to insure any risks arising from the CIO's activities;

- (c) to purchase indemnity insurance for the Trustees in accordance with and to the extent permitted by the Charities Act.

(7) Investment and Social Investment

- (a) to make social investments in accordance with Part 14 A of the Charities Act;
- (b) to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves in accordance with a reserves policy; and to accumulate expendable endowment;
- (c) to delegate upon such terms and at such reasonable remuneration as the CIO may think fit to an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 ("the Managers") the management of investments (being assets capable of producing income which may also increase in capital value), provided that:-
 - (i) the delegated powers shall be exercisable only within clear policy guidelines set by the Trustees;
 - (ii) the Managers are under an obligation to report promptly to the Trustees every transaction carried out by the Managers and the performance of investments managed by them;
 - (iii) the Trustees are entitled at any time to review, alter or terminate the delegation arrangement;
 - (iv) the Trustees review the arrangements for delegation at intervals but so that any failure by the CIO to undertake such reviews shall not invalidate the delegation; and
 - (v) the Managers must not do anything outside the powers of the CIO.
- (d) to arrange for investments or other property of the CIO to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.

(8) Other matters

- (a) to pay all the expenses and costs of establishing the CIO; and
- (b) to do anything else within the law which promotes or helps to promote the Objects.

5. Application of income and property

(1) The income and property of the CIO must be applied solely towards the promotion of the Objects.

- (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the CIO.
- (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not

prevent a member who is not also a charity trustee receiving:

- (a) a benefit from the CIO as a beneficiary of the CIO;
 - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6 or by the Charity Commission.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (b) A charity 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 the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) 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 the CIO and the charity 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 charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
 - (d) 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 them with regard to the supply of goods to the CIO.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the charity trustees in the minute book.
 - (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) “the CIO” includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
 - (b) “connected person” includes any person within the definition set out in clause 31 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent themselves from any discussions of the charity 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 the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absents themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

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

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

9. Membership of the CIO

- (1) Admission of new members

(a) Eligibility

Membership of the CIO is open to any individual who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and acceptance of the rules of the association, the Code of Conduct, the clauses of this Constitution and duty of members set out in sub-clause (3) of this clause.

Membership in the CIO is as an individual only. (There is no corporate or company membership). Members shall have voting or non-voting status based on membership fees paid.

(b) Admission procedure

The charity trustees

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) may refuse an application for membership for any reason;

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(3) Duty of members

It is the duty of each member of the CIO to comply with the IAFSS Code of Conduct and to exercise their powers as a member of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO.

(4) Termination of membership

(a) Membership of the CIO comes to an end if:

- (i) the member dies; or
- (ii) the member sends a notice of resignation to the CIO by way of the Honorary Secretary; or
- (iii) any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
- (iv) the charity trustees, by 2/3 majority vote, decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:

- (i) inform the member of the reasons why it is proposed to remove them from membership;
- (ii) give the member at least 28 clear days notice in which to make representations to the charity trustees as to why they should not be removed from membership;
- (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

The CIO may require members to pay reasonable membership fees to the CIO. There are two

categories of voting membership within the CIO.

- (a) Member
- (b) Lifetime Member

Membership fees and acceptable payment term options shall be at the discretion of the trustees.

- (6) Non-voting (informal or associate) membership
 - (a) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees),
 - (b) 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.
 - (c) There are two classes of non-voting membership in the CIO:
 - (i) Honorary Member – No voting rights, but all other privileges afforded to members; and
 - (ii) Student Member – No voting rights, with the exception of special issues as determined appropriate from time to time by the trustees.

Eligibility criteria, membership fees and acceptable payment term options for non-voting members shall be at the discretion of the trustees.

10. Members’ decisions

- (1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause, by written resolution as provided in sub-clause (3) of this clause, provided a quorum is reached in each case.

- (2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the CIO 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).

- (3) Taking ordinary decisions by written resolution without a general meeting

Subject to sub-clause (4) 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 quorum has been achieved;
- (b) A copy of the proposed resolution has been sent to all the members eligible to vote; and
- (c) A simple majority of members has signified its agreement to the resolution in a document or documents which are received by the CIO, by way of the Honorary Secretary, within the period of 28 days beginning with the circulation date. The document signifying a member’s

agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

- (i) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (ii) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph above.
- (iii) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.
- (iv) The charity trustees must within 60 days of receiving such a request comply with it if:
 - i. The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - ii. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - iii. Effect can lawfully be given to the proposal if it is so agreed.
- (v) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause 16(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 30 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting (GM)

There must be an annual general meeting (AGM) of the members of the CIO. The first GM must be held within 18 months of the registration of the CIO, and subsequent GMs must be held at intervals of not more than 15 months. There must be a AGM held in conjunction with the association's International Symposium on Fire Safety Science. An International Symposium on Fire Safety Science shall be held from time to time, and normally every three years, but shall not be held on any one continent more frequently than once in every period of 5 years. The business transacted at the GM shall be as follows:

- (a) must receive, and if approved, adopt the annual statements of accounts for the previous financial years since the last adopted statements (duly audited or examined where applicable);
- (b) to consider and, if thought fit, approve any proposed alterations to the Constitution;
- (c) must receive, and if approved, adopt the trustees' reports for the previous years since the last adopted report;
- (d) deal with any special matters that the CIO feels should be brought before the members for consideration;

- (e) deal with matters raised by any Member who has given two months prior notice writing to the CIO, by way of the Honorary Secretary, of their intention to raise such matters at the next General Meeting;
- (f) must elect two Honorary Auditors of the Association to act as such until the next election of Trustees;
- (g) must elect two Scrutineers for any matters referred to a decision of the Members by postal or electronic vote, who are not themselves trustees, who will not be nominated as trustees by the Nominating Committee for election, and who shall agree not to be nominated by petition; and
- (h) must announce the results of election of trustees undertaken as required under clause 13.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) The charity trustees:
 - (i) must call the annual general meeting (AGM) of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other special general meeting (SGM) of the members at any time.
 - (iii) must announce the IAFSS International Symposium on Fire Safety Science at least one year in advance.
- (b) The charity trustees must, within 60 days call a SGM of the members of the CIO if:
 - (i) they receive a request to do so from at least 10% of the members of the CIO; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting, and
 - (iii) is authenticated by the member(s) making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 60 days from the date on which it is called.
- (g) If the charity trustees fail to comply with this 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.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(3) Notice of general meetings

- (a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 30 clear days notice of any general meeting to all of the members.

- (b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place and/or link to virtual meeting;
 - (iii) give the format in which the meeting is to take place;
 - (iv) 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
 - (v) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
 - (vi) include, with the notice for the GM, the annual statement of accounts and trustees' annual report,
 - (vii) include, with notice for the GM, details of persons standing nominated for election or re-election as trustee, or where allowed under clause 23 (Use of electronic communication), details of where the information may be found on the CIO's website.
- (d) 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.
- (e) 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 CIO

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 20(2) (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 the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is in attendance when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 10% or 30 members.
- (c) If the meeting has been called by or at the request of the members and a quorum is not in attendance within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not in attendance within 15 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 either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not in attendance within 15 minutes of the start time of an adjourned meeting,

the member or members in attendance at the meeting constitute a quorum.

- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
- (6) Voting at general meetings
- (a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote.
 - (b) A resolution put to the vote of a meeting shall be decided on a show of hands for in person meetings, unless (before or on the declaration of the result of the show of hands) an electronic poll is duly demanded. An electronic poll may be demanded by the chair or by at least 10% of the members in attendance or by proxy at the meeting.
 - (c) An electronic poll is required for hybrid or virtual meetings.
 - (d) An electronic 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 of the poll shall be announced, in such 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.
 - (e) A poll may be taken:
 - (a) at the meeting at which it was demanded; or
 - (b) at some other time and place specified by the chair; or
 - (c) through the use of electronic communications during virtual or hybrid meetings.
 - (f) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
 - (g) 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 shall be final.
- (7) Proxy voting
- (a) Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
 - (iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
 - (b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - (c) 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.

- (d) Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
 - (e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general 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 CIO by or on behalf of that member.
 - (f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
 - (g) 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.
 - (h) 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.
- (8) Postal and/or Email Voting
- (a) The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.
 - (b) The two scrutineers elected by the membership shall supervise the conduct of the postal/email ballot and the counting of votes.
 - (c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 28 days before the deadline for receipt of votes cast in this way:
 - (i) a notice by email, if the member has agreed to receive notices in this way under clause 23 (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
 - (d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for the International Association for Fire Safety Science', at the CIO's principal office or such other postal address as is specified in the voting procedure.
 - (e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

- (f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
 - (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
 - (h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which they have already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
 - (i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
 - (j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
 - (k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
 - (l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
 - (m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services (UK).
- (8) Adjournment of meetings

The chair 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. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) to exercise their powers and to perform their functions as a trustee of the CIO in the way they

decide in good faith would be most likely to further the purposes of the CIO; 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 they have or hold themselves out as having; and
 - (ii) if they act as a charity trustee of the CIO in the course of a business or profession, 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.
- (2) Eligibility for trusteeship
- (a) Every charity trustee must be a natural person.
 - (b) No one may be appointed as a charity trustee:
 - (i) if they are under the age of 16 years; or
 - (ii) if they would automatically cease to hold office under the provisions of clause 16(1)(f).
 - (c) A charity trustee must be a member in good standing of the CIO, with demonstrated service to the Association, and leadership and management experience appropriate to the position.
 - (d) A charity trustee may not serve more than 3 elected, 3-year (nominal) terms, in total.
 - (e) At least one charity trustee shall be a resident of England or Wales.
 - (f) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.
- (3) Number of charity trustees
- (a) There shall be a maximum of nine (9) elected trustees and one (1) *ex officio* trustee, which shall be the normal expectation. At least one (1) charity trustee shall reside in England or Wales. There shall be three (3) elected trustees each from the Association's regions: Americas (A); Europe, Middle East and Africa (E/ME/A); and Asia-Oceania (AO).
 - (b) There must be a minimum of at least six (6) charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
 - (c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.
- (4) First charity trustees

The persons so listed below shall serve as the first charity trustees and shall serve until the annual general meeting that is held in conjunction with the next IAFSS International Symposium on Fire Safety Science, at which point they will retire as per clause 13.

- (a) Jason Floyd, (A)
- (b) Brian Meacham, (A)
- (c) Elizabeth Weckman, (A)
- (d) Margaret McNamee, (E/ME/A)
- (e) Patrick van Hees, (E/ME/A)

- (f) Jennifer Wen, (E/ME/A)
- (g) Charles Fleishmann, (AO)
- (h) Ritsu Dobashi, (AO)
- (i) Longhua Hu, (AO)

13. Appointment of charity trustees

- (1) Elected charity trustees
 - (a) At every annual general meeting of the members of the CIO, which is held in conjunction with an IAFSS International Symposium on Fire Safety Science, all elected charity trustees currently in office shall retire upon announcement of the newly elected trustees, and the newly elected trustees shall be installed. The Chair (as outlined in Clause 1(1)(b) of the Rules of IAFSS) shall automatically succeed without election to the office of *Immediate Past Chair*.
 - (b) Terms of office for charity trustees shall be concurrent and shall normally be three years, subject to termination of office under clause 16. Prior to the commencement of a term of office, the charity trustees may change duration of that term so that it will end concurrent with the annual general meeting held in conjunction with the next IAFSS International Symposium on Fire Safety Science, provided that the resulting term of office is not less than two years nor longer than four years.
 - (c) The vacancies so arising must be filled by vote taken by members at the annual general meeting held in conjunction with an IAFSS Symposium; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (d) of this clause.
 - (d) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 16 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded.
 - (e) A person so appointed by the charity trustees shall retire in accordance with sub-clauses (b) and (c) of this clause.
- (2) Ex officio charity trustee

The *Immediate Past Chair*, for the time being (“the office holder”) shall automatically, by virtue of holding that office (“ex officio”), be a charity trustee. If unwilling to act as a charity trustee, the office holder may:

- (a) before accepting appointment as a charity trustee, give notice in writing to the trustees of their unwillingness to act in that capacity; or
- (b) after accepting appointment as a charity trustee, resign under the provisions contained in clause 16 (Retirement and removal of charity trustees).

The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.

14. Indemnity of Trustees

- (1) To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the board of Trustees or other officer may otherwise be entitled, the CIO may indemnify every Trustee or other officer out of the assets of the CIO against all costs and

liabilities incurred by them in respect of:

- (a) any breach of trust or breach of duty committed by them in their capacity as Trustees;
 - (b) any negligence, default, breach of duty or breach of trust committed by them in their capacity as Trustees of:
 - (i) the CIO; or
 - (ii) any body corporate carrying on any activities on behalf of the CIO.
- (2) Any indemnity given under clause 14 must not indemnify any Trustee in respect of:
- (a) any liability incurred by a Trustee to pay:
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - (b) any liability incurred by a Trustee in defending any criminal proceedings in which the Trustee is convicted of an offence arising out of any fraud or dishonesty, or willful or reckless misconduct, by the Trustee; or
 - (c) any liability incurred by a Trustee to the CIO that arises out of any conduct—
 - (i) which the Trustee knew (or must reasonably be assumed to have known) was not in the interests of the CIO; or
 - (ii) in the case of which the Trustee did not care whether it was in the best interests of the CIO or not.
- (b) The CIO may not give an indemnity under this clause 14 unless the Trustees decide that they are satisfied that it is in the best interests of the CIO to do so.

This clause 14 shall be interpreted in accordance with section 189 of the Charities Act 2011.

15. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before their first appointment:

- (a) a copy of this constitution and any amendments made to it;
- (b) a copy of the CIO's latest trustees' annual report and statement of accounts;
- (c) a copy of the IAFSS Code of Conduct;
- (d) a copy of the IAFSS Trustee Code of Conduct and Conflict of Interest form;
- (e) a copy of the IAFSS Rules of the Association;
- (f) a copy of the Terms of Reference, and,
- (g) a copy of all IAFSS Policies and Procedures

New charity trustees will undergo an Orientation Meeting with outgoing trustees and the Secretariat within 60 days of their election as charity trustee.

16. Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if they:
- (a) retire by notifying the CIO by way of the Honorary Secretary, in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) are absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated;
 - (c) die;
 - (d) in the written opinion, given to the CIO by way of the Honorary Secretary, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (e) are removed by the members of the CIO in accordance with sub-clause (2) of this clause;
 - (f) are removed by a 75% majority vote of their fellow trustees; or
 - (g) are disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a SGM of the CIO called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a charity trustee in accordance with this clause 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 trustees of the CIO.

17. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. However, a charity trustee who has served for three terms may not be reappointed for a fourth term unless the Board of Trustees recommends them for a further term by a resolution passed by 75% majority of those present and voting.

18. Taking of decisions by charity trustees

Any decision may be taken either:

- (a) at a meeting of the charity trustees; or
- (b) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
 - (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and

- (b) a 2/3 majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO, by way of the Honorary Secretary within the timeline (or date) specified on the circulation.

19. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity 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 charity trustee, unless otherwise approved by the trustees;
 - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their power.

20. Meetings and proceedings of charity trustees

- (1) Calling meetings
 - (a) The chair of the Board of Trustees, or alternatively any four charity trustees in a joint action, may call a meeting of the charity trustees.
 - (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.
- (2) Chairing of meetings

The charity 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 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

- (3) Procedure at meetings
 - (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is six of the charity trustees, or the number nearest to two thirds of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.
 - (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
 - (c) In the case of an equality of votes, the chair shall have a second or casting vote.
- (4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes

21. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity 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;
- (d) if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon them by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

22. Execution of documents

- (1) The CIO shall execute documents by signature.
- (2) A document (with the exception of a cheque which is covered by provisions in clause 26) is validly executed by signature if it is signed by at least two of the charity trustees.

23. Use of electronic communications

(1) The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 28 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.

(2) To the CIO

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

(3) By the CIO

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website
 - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
 - (ii) give charity trustees notice of their meetings in accordance with clause 20(1) (Calling meetings); and
 - (iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing), or 11(8) (Provisions for postal voting).
- (c) The charity trustees must:
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
 - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

24. Keeping of Registers

The CIO 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 charity trustees.

25. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of committee members made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of the charity trustees and CIO including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

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

(1) The charity trustees 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 Charity Commission, regardless of the income of the CIO, within 10 months of the

financial year end.

27. Rules

The charity 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 the CIO, 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 CIO on request.

28. Disputes

If a dispute arises between members of the CIO 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.

29. Amendment of constitution

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

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting, or meeting called according to clause of the members of the CIO.
- (2) Any alteration of clause 3 (Objects), clause 30 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the CIO'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.

30. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a special general meeting (SGM) of the members of the CIO called in accordance with clause 11 of which not less than 90 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 the CIO.
- (2) Subject to the payment of all the CIO's debts:

- (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

31. Interpretation

In this constitution:

“**connected person**” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

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

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

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

The “**Communications Provisions**” means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

A “**charity trustee**” means a charity trustee of the CIO.

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

“**Taxable trading**” means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects the profits of which are subject to corporation tax.