

**DATED** 28<sup>th</sup> September 2006

**CONSTITUTION**

**OF**

**THE MARKET RESEARCH BENEVOLENT ASSOCIATION**  
**(Registered Charity Number 274190)**

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**of**  
**The Market Research Benevolent Association**  
**(Registered Charity Number 274190)**

**1. Name**

The name of the charity is The Market Research Benevolent Association (hereinafter referred to as “the Association”).

**2. Objects**

The Association is established for the charitable purpose of providing relief and assistance to individuals in need who are, or were, engaged in market research and/or related activities and to their dependents.

**3. Powers**

The Association has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To make, at the discretion of the Management Committee, grants or loans of money (including periodical allowances) and to give guarantees.
- 3.2 To establish and maintain homes and hostels and make grants or pay subscriptions towards the establishment and maintenance of homes and hostels.
- 3.3 To establish and maintain workshops for occupational therapy and make grants and pay subscriptions towards the establishment and maintenance of such workshops.
- 3.4 To pay subscriptions and make donations to hospitals, homes or institutions which have amongst their objects the succour of such persons.
- 3.5 To appoint and dismiss a Secretary and such other officers, employees, advisers or agents (whether paid or unpaid) as may from time to time be found necessary for carrying out the works of the Association.
- 3.6 To appoint and pay such legal and financial advisers as shall from time to time be necessary for carrying out the works of the Association.
- 3.7 To provide advice.
- 3.8 To promote or carry out research.

- 3.9 To publish or distribute information.
- 3.10 To co-operate with other bodies.
- 3.11 To support, administer or set up other charities.
- 3.12 To raise funds (but not by means of taxable trading).
- 3.13 To acquire rent or hire property of any kind.
- 3.14 To let or dispose of property of any kind (subject to restrictions imposed by charities legislation).
- 3.15 To set aside funds for special purposes or as reserves against future expenditure.
- 3.16 To deposit or invest in funds in any manner which complies with the requirements of any applicable legislation including the Trustees Act 2000 (which requires that investments be made only after obtaining such advice from a financial expert as the Management Committee consider necessary and having regard to the suitability of investments and the need for diversification).
- 3.17 To delegate the management of investments to a financial expert, but only on terms that:
  - 3.17.1 the investment policy is recorded in writing for the financial expert by the Management Committee;
  - 3.17.2 every significant transaction is reported promptly to the Management Committee or to the Secretary acting on behalf of the Management Committee;
  - 3.17.3 the performance of the investments is reviewed regularly with the Management Committee;
  - 3.17.4 the Management Committee are entitled to cancel the delegation arrangement at any time;
  - 3.17.5 the investment policy and the delegation arrangement are reviewed at least once a year;
  - 3.17.6 all payments to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Management Committee;
  - 3.17.7 the financial expert is prohibited from doing anything outside the powers of the Management Committee.
- 3.18 To insure the property of the Association against any foreseeable risk and take

out other insurance policies to protect the Association when required.

- 3.19 To provide indemnity insurance to cover the liability of the Management Committee members which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Management Committee member knew to be a breach of trust or breach of duty or which was committed by the Management Committee member in reckless disregard to whether it was a breach of trust or breach of duty or not, and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Management Committee members in their capacity as Management Committee members.
- 3.20 To enter into contracts to receive services from or provide services to or on behalf of other bodies.
- 3.21 To establish or acquire subsidiary companies to assist or act as agents for the Association.
- 3.22 To borrow for the purposes of the Association such amount of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security as the Management Committee may in their absolute discretion see fit.
- 3.23 To do anything else within the law which promotes or helps to promote the Objects.

#### **4. Membership**

- 4.1 The members of the Association, with entitlement to attend and vote at all general meetings of the Association, subject to current subscriptions having been paid, shall be:
  - 4.1.1 Life Members who donate to the Association a sum not less than the amount deemed to be appropriate. All “Life Governors” under the original rules of the Association (which rules were replaced by this constitution under a special resolution dated [            ]) shall be automatically Life Members;
  - 4.1.2 Members who subscribe to the Association by paying an annual sum not less than the amount deemed to be appropriate;
  - 4.1.3 Corporate Members, being corporate bodies or unincorporated societies, organisations, or partnerships which subscribe to the Association by paying an annual sum not less than the amount deemed to be appropriate;

4.1.4 Management Committee members who are co-opted in accordance with rule 8.3

The minimum amounts deemed appropriate as donations or subscriptions for each category of membership shall be determined by the Management Committee. The Management Committee shall have discretion to offer different minimum rates to different groups.

- 4.2 The Management Committee may establish different classes of membership, prescribe their respective privileges and duties and set the respective amounts of any subscriptions.
- 4.3 A Member whose subscription is in arrears by six months or such other period as the Management Committee shall determine ceases to be a member but may be reinstated on payment of the amount due.
- 4.4 A Member may resign by written notice to the Association
- 4.5 The Management Committee may by resolution decline the admission to membership of any individual or terminate the membership of any Member on the ground that in their reasonable opinion the Member's continued membership would be harmful to the Association. The Management Committee may only pass such a resolution terminating membership after notifying the Member in writing and considering the matter in the light of any written representations which the Member puts forward within 14 clear days after receiving notice.
- 4.6 Membership of the Association is not transferable.

## **5. General Meetings**

- 5.1 Members are entitled to attend general meetings of the Association:
- 5.1.1 in person; or
- 5.1.2 (in the case of a Corporate Member) through a person whom it has nominated as its authorised representative, where such nomination has been notified to the Secretary in writing as an "Authorised Representative"); or
- 5.1.3 by proxy where the proxy form has been delivered to the Secretary at least 24 hours before the meeting.
- 5.2 Not less than 21 clear days notice in writing of general meetings shall be sent to the members of the Association specifying the business to be transacted at the meeting including (but not limited to) the names of any proposed new members of the Management Committee for election, and the wording of any proposed amendments to this constitution. The accidental omission to give notice of a general meeting to or the non-receipt of a notice of a general

meeting by any person or body entitled to receive notice shall not invalidate the proceedings at that general meeting.

- 5.3 There is a quorum at a general meeting if the number of Members or Authorised Representatives personally present or present by proxy is at least 10.
- 5.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Member elected by those present shall preside at a general meeting.
- 5.5 Except where otherwise provided by this Constitution, every issue at a general meeting is determined by a simple majority of votes cast in person or by proxy by the Members or (in the case of a Corporate Member) through an Authorised Representative.
- 5.6 Every matter shall be decided in the first place on a show of hands but the chairman of the meeting or the person presiding may order a poll of those present and of proxy votes and must do so if it is required by more than five Members present. In the case of a poll the Chairman shall nominate two Members who will count the votes and report the number to the chairman of the meeting,.
- 5.7 Except for the chairman of the meeting, who has a casting vote, every Member present in person or (in the case of a Corporate Member) via an authorised representative and every proxy vote is entitled to one vote on every issue.
- 5.8 An annual general meeting of the Association shall be held at a date to be decided upon by the Management Committee in each year at such place and time as shall be appointed by the Management Committee.
- 5.9 The business to be transacted at annual general meetings shall be:
  - 5.9.1 presentation of the accounts of the Association for the accounting year ended during the year immediately preceding the annual general meeting;
  - 5.9.2 presentation of the report of the Management Committee on the Association's activities since the previous annual general meeting;
  - 5.9.3 acceptance of the retirement of those Management Committee members who wish to retire or are retiring by rotation;
  - 5.9.4 election of Management Committee members to fill vacancies arising;
  - 5.9.5 appointment of an auditor or independent examiner for the Association. In the event of no resolution being passed at the annual general meeting the retiring auditor shall be deemed to be reappointed. The Management Committee shall have power to fill

any casual vacancies occurring in the office of auditor.

- 5.9.6 any other business of which not less than 28 days notice in writing has been given to the Secretary.
- 5.10 An extraordinary general meeting may be called at any time by the Management Committee and must be called within 14 clear days after a written request to the Secretary from at least 20 members, which request shall state the object of the meeting. The notice period for such meeting shall be as set out in paragraph 5.2 above.
- 5.11 The minutes of any general meeting signed by the Chairman at a subsequent general meeting shall be taken as conclusive evidence of the transactions recorded therein.
- 5.12 A procedural or technical defect of which the members or the Management Committee are unaware at the time does not invalidate decisions taken at a meeting.

## **6. The Management Committee**

- 6.1 The members of the Management Committee are the trustees for the purposes of charity law and shall manage and control the Association and its property and funds.
- 6.2 The Management Committee shall (subject to these rules) consist of not more than 9 members in total up to 6 of whom shall be elected members who shall be either Life Members or Members or Authorised Representatives and up to 3 of whom shall be co-opted in accordance with Rule 8.3.
- 6.3 The Management Committee shall each year elect one of their number as Chairman who shall hold office for one year and be eligible for re-election as Chairman provided that he remains a member of the Management Committee.
- 6.4 Each member of the Management Committee shall hold office for a period of three years from the end of the meeting at which he was elected but any member shall be eligible for re-election. The Management Committee may appoint members to fill casual vacancies.
- 6.5 A person who is not already a member of the Management Committee shall be eligible for election for the Committee if he is nominated in writing by at least 6 members of the Association. Such nominations must be delivered to the secretary of the Association at least 6 weeks before the annual general meeting. A Member shall not be eligible, in person or acting by its Authorised Representative, for election to the Management Committee unless he has been a Member for 2 consecutive years or has entered into a Deed of Covenant for the annual payment of not less than the annual subscription for a period of 3 years or his lifetime (whichever shall be the shorter).

- 6.6 Every Management Committee member after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Association before he or she may vote at any meeting of the Management Committee.
- 6.7 A Management Committee member's term of office automatically terminates if he or she:
- 6.7.1 is disqualified under the Charities Act from acting as a charity trustee;
  - 6.7.2 is reasonably determined by the Management Committee to be incapable, whether mentally or physically, of managing his or her own affairs;
  - 6.7.3 except in the case of co-opted Management Committee members, ceases to be a Member of the Association or in the case of an Authorised Representative, the Member which appointed him or her ceases to be a Member. Such person may be reinstated by resolution of all the other members of the Management Committee on the resumption by the Member (or the Member which appointed him/her) of their membership of the Association before the next annual general meeting);
  - 6.7.4 resigns by written notice to the Management Committee Chairman or, if the Chairman's post is vacant to the Secretary (but only if at least two Management Committee members will remain in office);
  - 6.7.5 is removed by a resolution passed by a 75% majority of the other Management Committee members after they have invited the views of the Committee member concerned and considered the matter in the light of any such views;
- 6.8 A technical defect in the appointment of a Management Committee member of which the Management Committee are unaware at the time shall not invalidate decisions taken at a meeting.

## **7. Management Committee proceedings**

- 7.1 The Management Committee shall meet at such times and places as they may decide not less than twice in every year. Meetings may be called by the Chairman as often as he may consider necessary and in the event of the office of Chairman being vacant may be called by any two members of the Management Committee. At least 7 days notice of meetings shall be given to the members thereof.
- 7.2 Management Committee meetings shall have a quorum when 3 committee members are present.

- 7.3 A meeting of the Management Committee may be held either in person or by suitable electronic means agreed by the Management Committee in which all participants may communicate with all other participants.
- 7.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other member of the Management Committee chosen by the Management Committee members present presides at each meeting of the Management Committee.
- 7.5 Every issue may be determined by a simple majority of the votes cast at a meeting of the Management Committee but a resolution which is in writing and signed by all the Management Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 7.6 Except for the chairman of the meeting, who has a casting vote, every Management Committee member has one vote on each issue.
- 7.7 A procedural or technical defect of which the Management Committee are unaware at the time does not invalidate decisions taken at a meeting of the Management Committee.

## **8. Management Committee powers**

The Management Committee have the following powers in the administration of the Association:

- 8.1 By a simple majority of those present and entitled to vote, to exercise any powers of the Charity which are not reserved to a general meeting.
- 8.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Management Committee Member). All proceedings of committees must be reported promptly to the Management Committee.
- 8.3 To co-opt additional members to the Management Committee whether or not they shall be Members of the Association to serve on the Management Committee for such periods as they may think fit but so that there shall not be more than three co-opted members at any one time.
- 8.4 To prescribe a form of proxy.
- 8.5 To deal with any matters for the proper conduct or welfare of the Association not otherwise provided for in these rules.
- 8.6 To fix the duties and remuneration of volunteers, employees and officers of the Association.

## **9. Benefits to members and Management Committee**

- 9.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the Members or the Management Committee.
- 9.2 No Management Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except:
  - 9.2.1 under 9.3 (contractual payments);
  - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association;
  - 9.2.3 interest at a reasonable rate on money lent to the Association;
  - 9.2.4 a reasonable rent or hiring fee for property let or hired to the Association;
  - 9.2.5 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings) and reasonable and proper premiums in respect of indemnity insurance effected in accordance with paragraph 3.19 of these rules;
  - 9.2.6 payment to a company in which the Management Committee member has no more than a 1 per cent shareholding; and
  - 9.2.7 in exceptional cases, other payments or material benefits (but only with the prior written approval of the Charity Commission).
- 9.3 A Management Committee member may not be an employee of the Association, but a Management Committee member or connected person may enter into a contract with the Association to supply goods or services in return for a payment or other material benefit, but only if:
  - 9.3.1 the goods or services are actually required by the Association;
  - 9.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Management Committee in accordance with the procedure in sub-clause 9.4; and
  - 9.3.3 not more than half of the Management Committee are interested in any or all such contracts in any one financial year.
- 9.4 Whenever a Management Committee member or the organisation to which he belongs has a personal or direct interest in a matter to be discussed at a meeting of the Management Committee or a committee or, in the case of an Authorised Representative, where he or she or the Corporate Member which appointed him or her has an interest, he or she must:

- 9.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter which declaration shall be minuted;
- 9.4.2 be absent from that part of the meeting unless expressly invited to remain in order to provide information;
- 9.4.3 not be counted in the quorum for that part of the meeting;
- 9.4.4 be absent during the vote and have no vote on the matter.

## **10. Banking Account**

All the uninvested funds of the Association shall be kept in the name of the Association at Bankers to be selected by the Management Committee. The Management Committee shall make such arrangements as it thinks fit with regard to the custody of money and the signature of cheques.

## **11. Property and Funds**

- 11.1 Funds which are not required for immediate use or to meet upcoming liabilities must be placed on deposit or invested in accordance with clause 3.16 until needed.
- 11.2 Investments and other property of the Association may be held in the name(s) of:
  - 11.2.1 the members of the Management Committee (or some of its members appointed by resolution of the Management Committee);
  - 11.2.2 a nominee company acting under the control of the Management Committee or of a financial expert acting on their instructions;
  - 11.2.3 a trust corporation acting as a holding trustee appointed by deed executed by the Management Committee;
- 11.3 Any nominee company acting under sub-clause 11.2.2 and any trust corporation appointed under sub-clause 11.2.3 may be paid reasonable fees, and indemnified by the Management Committee against liabilities in respect of act or things done in accordance with the directions of the Management Committee.

## **12. Records and Accounts**

- 12.1 The Management Committee must comply with the requirements of charities legislation as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:

- 12.1.1 annual returns;
  - 12.1.2 annual reports; and
  - 12.1.3 annual statements of account.
- 12.2 The financial year of the Association shall end on the 31<sup>st</sup> day of March in each year and the accounts of the Association shall be presented to the Association as soon as practicable after that date.
- 12.3 The Management Committee must keep proper records of:
- 12.3.1 all proceedings at general meetings;
  - 12.3.2 all proceedings at meetings of Management Committee;
  - 12.3.3 all reports of committees;
  - 12.3.4 all professional advice obtained; and
  - 12.3.5 the membership of the Association.
- 12.4 Accounting records relating to the Association must be made available for inspection by any Management Committee member at any time during normal office hours and may be made available for inspection by members if the Management Committee so decide.
- 12.5 A copy of the Association's latest available statement of account must be supplied on request to any Management Committee member or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Association's reasonable costs.

### **13. Amendments**

This Constitution may be amended at a general meeting by a majority of the votes cast, but:

- 13.1 The Management Committee must be given 28 clear days' notice of the proposed amendments.
- 13.2 No amendment is valid if it would destroy the charitable status of the Association.
- 13.3 Clause 9 may not be amended without the prior written consent of the Charity Commission.