

HUMAN SCALE EDUCATION

The Constitution

1. NAME

The name of the Association is THE HUMAN SCALE EDUCATION (hereinafter called “The Association”).

2. OBJECTS AND POWERS

- (a) The Association is established for the benefit of the public to promote education in small groupings in which effective learning can be better encouraged and undertaken in an ambience of mutual respect and care for the needs of others.
- (b) In furtherance of the said objects but not otherwise, the Association may:
- (1) Employ and pay any person or persons to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
 - (2) Establish where necessary local branches (whether autonomous or not).
 - (3) Bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals.
 - (4) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.
 - (5) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
 - (6) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
 - (7) Undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Association.
 - (8) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects.
 - (9) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Association.
 - (10) Make regulations for any property which may be so acquired.
 - (11) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
 - (12) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
 - (13) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise PROVIDED THAT the Association shall not undertake permanent trading activities in raising funds for the said objects.
 - (14) Invest the monies of the Association not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
 - (15) Do all such other lawful things as are necessary for the attainment of the said objects.

3. MEMBERSHIP

(a) Full membership of the Association shall be open to:

(1) Members of local branches of the Association.

(2) Individuals of 18 years and over who are interested in furthering the work of the Association and who have paid the annual subscription as laid down from time to time by the Board of Trustees hereinafter mentioned, and

(3) National, international and local voluntary or other non-profit distributing organisations, whether corporate or unincorporated, which are interested in furthering the said work and have paid the annual subscription as aforesaid may be appointed affiliate members. Affiliate members shall not be entitled to vote.

(b) Each full member shall have one vote.

(c) The said Board of Trustees shall have the right:

(i) To approve or reject applications for membership, and

(ii) For good and sufficient reason to terminate the membership of any individual PROVIDED THAT the individual member concerned shall have the right to be heard by the said Board of trustees before a final decision is made.

4. BOARD OF TRUSTEES

(a) Subject as hereinafter mentioned the policy and general management of the affairs of the Association shall be directed by a Board of Trustees (hereinafter called "the Board") which shall meet not less than 3 times a year and when complete shall consist of not less than 6 or more than 20 members.

(b) The members of the Board shall be elected by full members of the Association.

(c) Election to the Board shall be for 3 years. One third of the membership shall retire annually but shall be eligible for re-election, the members so to retire being those who have been longest in office since the last election but not reckoning ex officio members. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.

(d) In addition to the members so elected and to those serving by virtue of clause 4 (c) hereof the Board may co-opt 6 further members being full members of the Association whether individual or representative or a combination of both who shall serve until the conclusion of the next Annual General Meeting after individual co-option PROVIDED THAT the number of co-opted members shall not exceed one third of the total membership of the Board at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Board.

(e) Any casual vacancy in the Board may be filled up by the Board and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at the next meeting.

(f) The proceedings of the Board shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

(g) The Board shall appoint and fix the remuneration of any staff (not being members of the Board) as may in their opinion be necessary.

(h) The Board may appoint such special or standing committees as may be deemed necessary by the Board and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Board as soon as possible.

(i) The Board shall appoint from the members of the Board such Honorary Officers as it may from time to time decide.

5. LOCAL BRANCHES

The Board shall have power to establish local branches for the furtherance of said objects. Each branch so established shall comply with and be subject to the following regulations:

- (a) The branch shall act in pursuance of the said objects and of the policy of the Association and shall be subject to such conditions as may from time to time be laid down by the Board.
- (b) The title of the branch shall be subject to the prior approval of the Board. No branch shall be entitled to use the expression Human Scale Education Movement in its title unless it has entered into the local group licence agreement with the Association.
- (c) The branch must adopt the model rules for branches as prescribed from time to time by the Board.
- (d) The branch may publish literature solely in the name of the branch for local purposes but such literature shall not contain any statement contrary to the said objects or to the policy of the Association.
- (e) Representations of whatever kind to other bodies and/or individuals may only be made by the branch through or with the prior approval of the Board.
- (f) All legacies bequeathed to the Association shall be received by the Treasurer or other appropriate officer of the Association but, subject to any special trusts by which such legacies may be affected, the Board shall have power to direct that any legacy or the income there from shall be paid to a particular branch.
- (g) The branch may be empowered by the Board to receive donations and any money received or raised by it may be expended by the branch in its area solely for the furtherance of the said objects. The branch shall make returns to the Association in such form as may from time to time be determined by the Board
- (h) Subject to these regulations, the branch may generally manage its own affairs and shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Association or that of the Board or of any individual member of the Board.

6. MEETINGS OF THE ASSOCIATION

- (a) The first general meeting of the Association shall be held not later than the 1st May 1992 and once in each year thereafter an Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Board shall determine. At least 21 clear days' notice shall be given in writing by the Secretary to the Board (hereinafter called "the Secretary"). At such Annual General Meeting the business shall include the appointment of an auditor or auditors; the consideration of an annual report of the work done by or under the auspices of the Board and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.
- (b) The Board may at any time at its discretion and the Secretary shall within 21 days of receiving a written request so to do, signed by not less than 20% of all the full members, and giving reasons for the request, call a Special General Meeting of the Association.

7. NOMINATIONS OF HONORARY OFFICERS AND TRUSTEES

Only full members of the Association, whether individual or representative, shall be eligible to serve as Honorary Officers or members of the Board of Trustees. Nominations for members of the Board shall be in the hands of the Secretary at least 7 days before the elections.

8. RULES OF PROCEDURE AT ALL MEETINGS

(a) Quorum

The quorum at a general meeting of the Association shall be 25 members. The quorum for the Board or any committee appointed under clause 5 (h) hereof shall be one third of the total actual membership of the Board or committee (as the case may be) or such other number as the Association may in General Meeting from time to time determine.

(b) Voting

Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat.

No person shall exercise more than one vote, notwithstanding that he or she may have been appointed to represent two or more interests but in case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

(c) Minutes

Minute books shall be kept by the Board and all other committees and the appropriate secretary shall enter therein a record of all proceedings and resolutions.

(d) Standing Orders and Rules

The Board shall have power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of this Constitution.

9. FINANCE

(a) Except with the prior consent of the Charity Commission, all monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association not being a member of the Board or the repayment to members of the Board or of any committee appointed under clause 5 (h) hereof of reasonable out-of-pocket expenses.

(b) The Honorary Treasurer shall keep proper accounts of the finances of the Association.

(c) The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.

(d) An audited statement of the accounts for the last financial year shall be submitted by the Board to the Annual General Meeting as aforesaid.

(e) A bank account shall be opened in the name of the Association with Lloyds Bank PLC of Langham Place, London or with such other bank as the Board shall from time to time decide. The Board shall authorise in writing those who may sign cheques on behalf of the Association but so that the signatures of at least two members of the Board, one of whom shall be either the Honorary Treasurer or the Chairman shall at all times be required.

10. TRUST PROPERTY

The title to all real or personal property which may be acquired by or on behalf of the Association shall be vested in a corporation lawfully entitled to act as Custodian Trustee or in not less than 3 or more than 5 individual persons (not being members of the Board).

11. ALTERATIONS TO THE CONSTITUTION

Any alteration of this Constitution shall receive the assent of not less than two thirds of the full membership of the Association for the time being, whether individual or representative, present and voting at a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days' notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the Secretary to each member of the Association PROVIDED THAT no alteration shall be made which would have the effect of causing the Association to cease to be a Charity at law.

12. DISSOLUTION

If the Board by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, of which meeting not less than 21 days' notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a two thirds majority of those present and voting at such meeting, the Board shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Board may determine.

13. NOTICES

Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be, or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

14. INTERPRETATION

For the Interpretation of this Constitution, the Interpretation Act, 1978, shall apply as it applies to the interpretation of an Act of Parliament.

Revised version of the original received by The Charity Commission and date stamped 06/09/90.