

Adopted by the Annual General Meeting of Friends of Imperial College on 12th November 2013

Amended by an Extraordinary General Meeting on 26th March 2015 – as Version 6

Part 1 – Overview and General Provisions

1 Adoption of the constitution

The Association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2 Name

The name of the Association is Friends of Imperial College (FoIC) referred to in this constitution as The Association.

3 Objects

To advance education for the public benefit in the latest developments in science, technology, engineering, medicine and business, by supporting such work of the Imperial College as the trustees in their absolute discretion determine.

4 Application of income

- (1) The income of the Association shall be applied solely towards the achievement of the Association's objects.
 - (a) A trustee or committee member may be reimbursed by the Association for reasonable expenses pre-agreed by the Management Committee and properly incurred by him or her when acting on behalf of the Association.
 - (b) A trustee may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or financial assets of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also a trustee from receiving:
 - (a) a benefit from the Association in the capacity of a beneficiary of the Association;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Association.

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

unless the payment is permitted by sub-clause (b) of this clause, or authorised by the court or the Charity Commission ('the Commission'). 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 Association in the capacity of a beneficiary of the Association 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 Association where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
 - (c) Subject to sub-clause 3, of this clause a charity trustee or connected person may provide the Association with goods that are not supplied in connection with services provided to the Association by the Association trustee or connected person.
 - (d) A charity trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The Association and its charity trustees may only rely upon the authority provided by 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 an agreement in writing between the Association and the Association trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Association.
- (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 Association to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the Association 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 him or her or it with regard to the supply of goods to the Association.
- (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 Association trustees in the minutes.
- (g) A majority of the Association trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

6 Dissolution

- (1) If the members resolve to dissolve the Association the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Association in accordance with this clause.
- (2) The trustees must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association.
- (3) The trustees must apply any remaining property or money:
 - (a) directly for the objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the Association;

- (c) in such other manner as Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the trustees are to apply the remaining property or assets of the Association and the trustees must comply with the resolution if it is consistent with sub-clause 3 above.
- (5) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association except to a member that is itself a charity.
- (6) The trustees must notify the Commission promptly that the Association has been dissolved. If the trustees are obliged to send the Association's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Association's final accounts.

7 Amendment of constitution

- (1) The Association may amend any provision contained in Part 1 of this constitution provided that:
 - (a) no amendment may be made that would have the effect of making the Association cease to be a charity at law;
 - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Association;
 - (c) no amendment may be made to clauses 4 or 5 without the prior written consent of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

Part 2 – Specific Provisions

8 Membership

- (1) Full Membership is open to individuals at least eighteen years of age or organisations who are approved by the trustees and will have voting rights.
- (2) The trustees:
 - (a) may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - (b) must inform the applicant in writing of the reasons refusing membership within twenty-one days of the decision.
 - (c) must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The trustees must keep a register of names and addresses of the members to be managed in accordance with data protection requirements.

9 Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Association unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Association is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

10 General meetings

- (1) the Association must hold a general meeting within thirteen months of the date of the adoption of this constitution.
- (2) An annual general meeting (AGM) must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) The AGM shall be held each year in the Autumn Term and at least twenty one clear calendar days' advance notice shall be provided to all members.
- (4) Any member of the Association or of Imperial College staff shall be eligible for election to the Management Committee.

- (5) Nominations for membership or officers of the Management Committee should be received by the Secretary a minimum of five days before the AGM. If more than one nomination is received for any position, an election shall take place by show of hands of those present. No postal voting facility will be available.
- (6) The Management Committee has the power to co-opt additional members during the year and also to replace officers retiring mid-term. The Management Committee also has the power to remove and replace any officer who, in the opinion of a majority of the committee, fails to carry out the duties of their office with due diligence.
- (7) All general meetings other than annual general meetings shall be called special general meetings.
- (8) The trustees may call a special general meeting at any time.
- (9) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

11 Notice

- (1) The minimum period of notice required to hold any general meeting of the Association is twenty one clear calendar days from the date on which the notice is deemed to have been given.
- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (3) The notice must be given to all the members and to the trustees.

12 Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is achieved. A quorum is:
 - (a) ten members entitled to vote upon the business to be conducted at the meeting;
or
 - (b) one twentieth of the total membership at the time, whichever is the greater.
the number of proxy votes held by the members in attendance shall be counted in the quorum.
- (2) The authorised representative of a member organisation shall be counted in the quorum.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- (4) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13 Chair

- (1) Meetings will be chaired by the current Chair or Deputy Chair of the Management Committee but, if neither is available the meeting may be chaired by any trustee present.
- (2) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14 Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

15 Votes

- (1) Each member attending the meeting whose subscription is up to date shall have the voting rights appropriate to their grade in accordance with Clause 3.5 above. The Chair of the meeting shall be entitled to an extra casting vote if necessary.
- (2) A proxy vote, being a resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at any form of general meeting, shall be effective. It may comprise several copies each signed by or on behalf of one or more members.
- (3) Members of the association can nominate in writing the chairman of the meeting to vote on their behalf and optionally may specify whether their vote should be 'For' or 'Against' each specific proposal being considered at the meeting.

16 Representatives of other bodies

- (1) Any organisation that is a member of the Association may nominate any person to act as its representative at any meeting of the Association.
- (2) The organisation must give written notice to the Association of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Association. The nominee may continue to represent the organisation until written notice to the contrary is received by the Association.
- (3) Any notice given to the Association will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Association shall not be required to consider whether the nominee has been properly appointed by the organisation.
- (4) Imperial College London will be formally regarded as an organisation member. This clause will apply and a member of college staff nominated by the College will be a trustee and another will sit on the Management Committee.

17 Officers and trustees

- (1) The Association and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers of the committee as designated in sub clause 2 below shall be the trustees of the Association and in this constitution are together called 'the trustees'.
- (2) The Association shall have the following officers:
 - (a) A Chair - designated trustee,
 - (b) A Deputy Chair - designated trustee,
 - (c) A Secretary,
 - (d) A Treasurer - designated trustee.
- (3) A trustee must be a member of the Association or the nominated representative of an organisation that is a member of the Association.
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20.
- (5) The number of trustees shall be not less than three but (unless otherwise determined by a resolution in an AGM) shall not be subject to any maximum.
- (6) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.
- (7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

18 Appointment of Management Committee and trustees

- (1) The members in AGM shall elect the officers, and thereby the trustees, and the other members of the Management Committee.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, they may also appoint trustees to act as officers. Any such appointments are to be confirmed at a subsequent annual general meeting.
- (3) Each of the Management Committee, including trustees, other than organisation member representatives, shall retire with effect from the conclusion of the annual general meeting next after three years in his or her appointment but shall be eligible for re-election for a further three year term at that AGM. There is no limitation on how many times a member may seek election or re-election to the Management Committee.
- (4) No-one may be elected a member of the Management Committee, a trustee or an officer at any annual general meeting unless prior to the meeting the Association is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5)
 - (a) The appointment of a trustee, whether by the Association in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
 - (b) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

- (6) The trustees may co-opt any member to the Management Committee in between annual general meetings with their appointment being until the next annual general meeting when they should stand for election to the Management Committee.

19 Powers of trustees

- (1) The trustees must manage the business of the Association with due regard to the “Means of Furthering Our Charitable Purpose “(as set out in Appendix A to Part 2 of this document) and have the following powers in order to further the objects (but not for any other purpose):
- (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (c) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (d) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - (e) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (f) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
 - (g) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (h) to do all such other lawful things as are necessary for the achievement of the objects.
 - (i) the Association does not own property. The trustees will therefore not have the power to buy, take on lease or in exchange, hire or otherwise acquire any property.
 - (j) the Association finances will be managed such that at no time will it require to borrow money. The trustees will therefore not have the power to enter into any agreements to borrow money.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

20 Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Association;
- (3) in the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the Association (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

21 Proceedings of trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

22 Conflicts of interests and conflicts of loyalties

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not been previously declared; and
- (2) absent himself or herself from any discussions of the Association trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

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

23 Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Association trustees, or of a committee of the Association trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

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 Association 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 him or her by a resolution of the Association trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the Association trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24 Delegation

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in writing.
- (2) The trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

25 Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a 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 interests or otherwise;if, without
 - (d) the vote of that trustee; and
 - (e) that trustee being counted in the quorum,the decision has been made by a majority of the trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

- (3) No resolution or act of:
- (a) the trustees,
 - (b) any committee of the trustees,
 - (c) the Association in general meeting
- shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Association.

26 Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the Association;
- (3) meetings of the trustees and committees of trustees 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.

27 Accounts, Annual Report, Annual Return

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the Association;
 - (b) the preparation of annual statements of account for the Association;
 - (c) the transmission of the statements of account to the Commission;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

28 Registered particulars

The trustees must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities.

29 Property

The Association will not own any Property assets.

30 Repair and insurance

- (1) the Association's physical assets include only promotional equipment and event material typically low valued (e.g. less than £1,000). This will be kept in good condition and periodically inspected for wear and tear. The value of these assets and risks are assessed such that insurance is not considered value for money.

31 Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) The Association may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- (4) A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

32 Rules

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
 - (c) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - (d) the keeping and authenticating of records. (If regulations made under this clause permit records of the Association to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Association in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Association.

- (5) The rules or bye-laws shall be binding on all members of the Association. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

33 Disputes

If a dispute arises between members of the Association 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.

34 Interpretation

In this constitution ‘connected person’ means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled
 - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which
 - (a) the Association trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

Signatures

Title	Signature	Date
Chair
Deputy Chair
Treasurer

Appendix A to Part 2: Means of Furthering Our Charitable Purpose

1 Methods

- (1) Friends of Imperial College (FoIC) is an independent Association which provides access to developments in Science, Technology, Medicine and Management at Imperial College London. Special events are available to members of the Association and open events are available to the general public. The aim is to stimulate a wider interest in, and understanding of Science, Technology, Medicine and Management amongst the general public and in so doing to enhance the pool of potential donors for the College.
- (2) The Association will seek to extend its scope to the full extent of the College's activities throughout the world
- (3) The Association seeks to build a sense of fellowship between its membership, staff and students of the College and the local community and to facilitate social and professional networking.
- (4) The Association actively encourages school students to attend open events with their teachers.
- (5) The Association supports the Strategic Intent of the College "to communicate widely the significance of science in general, and the purpose and ultimate benefits of College activities in particular."
- (6) The Association will seek to align with the College strategy and business plan as well as specific initiatives of the College.
- (7) The Association will maintain its independence from the College and retain the necessary financial strength to do so.
- (8) The Association will seek financial contributions from appropriate organisations to support the achievement of the Association's aims.
- (9) The Association will make donations to the College each year where sufficient surplus funds are available.
- (10) The Association will work with the College to enhance the pool of potential donors for the College.
- (11) The Association may, from time to time and where funds allow, make awards to staff and students of the College to assist them in their studies or research.

2 Benefits to Members and the Public

- (1) The General Public benefits from access to the leading thinking in Science, Technology and Medicine with the opportunity to discuss interests with staff, students and members of the Association
- (2) In addition to attending events Members of the Association are entitled to various benefits such as access to Imperial College London's facilities, and to discounts on certain tickets, admission charges and the like; the Management Committee may vary the exact benefits available to individual grades. The Association recognises that Imperial College London reserves the right to vary these benefits from time to time subject to reasonable notice to Association of the proposed change.
- (3) Staff and Students of the College, in addition to attending events, also have the opportunity to present at events and gain valuable feedback from a diverse audience provided by the Association.
- (4) The College benefits from the Association assisting it in meeting its aims for better understanding of science in the wider community as well as receiving donations from the Association when surplus funds allow.

3 Management Committee

- (1) The Management Committee's role is to support the Trustees in the exercise of their duties and shall normally consist of, but not be limited to, ten members of the Association elected at an annual general meeting (AGM).
- (2) The Management Committee may establish sub-committees for specific purposes and may co-opt on to these sub-committees such persons as it sees fit, irrespective of whether they are members of the Association.

4 Financial matters

- (1) The Association is self-funding meeting its financial needs primarily through annual subscriptions from members and charges for event attendance as well as individual donations and corporate sponsorship.
- (2) Imperial College London provides indirect financial support to the Association by providing facilities for events at no charge to the Association in recognition of the service provided to the College.
- (3) A financial budget is to be used for planning purposes and shall be prepared by the Management Committee in advance of each financial year and presented for adoption by the board of trustees.
- (4) The financial year for the Association shall run from 1st September to 31st August.
- (5) Within three months of the end of each financial year the Treasurer shall prepare, and present to the Committee and Trustees, a financial report (unaudited) showing all income and expenditure during the year.
- (6) The financial report will be reviewed by an independent qualified accountant and after endorsement by the trustees this report shall be presented by the Treasurer to the members at the next AGM for formal approval.
- (7) The Association shall have its own bank account(s). There shall be at least two signatories to each payment made by cheque from the bank account. The Treasurer may also use on-line banking to make individual payments, in accordance with the limits set out and agreed by the trustees from time to time, and subject to obtaining approval in advance from at least one other signatory by post, email or other electronic means approved by the trustees.
- (8) The Association may not borrow funds from any party nor create any liabilities which cannot be met from internal resources.

5 Subscriptions

- (1) Members of the Association shall pay an annual subscription, and only members who are up to date with their subscriptions shall have the right to vote at the AGM.
- (2) The Association may from time to time designate various categories of membership (e.g. Individual, Student, Staff etc.). For each category the Association will set the amount of the subscription, the benefits and the voting rights (if any).
- (3) The annual subscription shall be set at an appropriate level at the beginning of the Association's financial year and remain in force for the remainder of the Association's financial year. The recommended subscription rates are to be agreed by at least 75 per cent of the Management Committee before presentation to an AGM.
- (4) The membership subscription rates are to be approved by members of the Association at an AGM.