

CONSTITUTION

Constitution adopted on the 24th day of May 2003. Revised on the 18th day of September 2015; 9th day of July 2016. Corrected on the 10th day of October 2019.

UNITED KINGDOM LITERACY ASSOCIATION
Formerly United Kingdom Reading Association
Registered Charity no. 313714

A. NAME

The title of the Association is the United Kingdom Literacy Association ('the Charity').

B. ADMINISTRATION

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ('Executive Committee').

C. OBJECT

The Charity's object is to advance education in literacy.

D. POWERS

To promote its object but not for any other purpose the Charity may:

- 1) write, make, commission, print, publish or otherwise reproduce, or distribute written materials, or other materials recorded in or on any format or medium, or assist in these activities;
- 2) promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing, training courses, conferences, lectures, meetings, seminars, displays or exhibitions;
- 3) provide a forum for discussion of literacy education, including the contribution made by spoken language and communication through a range of media;
- 4) provide information on literacy education;
- 5) present an informed national voice on literacy education;
- 6) liaise, co-operate and collaborate with and provide services to or on behalf of international, national and local organisations, institutions and authorities including but not limited to Government departments and agencies and other statutory authorities;
- 7) promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results;
- 8) bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and other organisations and individuals;
- 9) appoint and constitute such advisory committees as the Executive Committee may think fit;
- 10) authorise the establishment of local councils;
- 11) purchase, lease, hire, receive in exchange or as a gift any interest whatever in real or personal property and maintain and equip it for use;

- 12) subject to any consent required by law, sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable;
- 13) subject to any consent required by law, borrow and raise money on such terms and security as the Charity may think suitable;
- 14) raise funds and invite and receive contributions from any person(s) provided that the Charity shall not undertake any permanent trading activities in raising funds;
- 15) carry on trade in the course of carrying out its object;
- 16) carry on temporary trade ancillary to carrying out its object;
- 17) incorporate subsidiary companies to carry on any trade;
- 18) subject to the provisions of clause I (2), employ and pay employees and professional or other advisors, who may be members of the Charity;
- 19) grant pensions and retirement benefits to employees of the Charity and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Charity and their dependants;
- 20) establish, promote, support, aid or co-operate with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or non-corporate with objects similar to the Charity's object and subscribe, lend or guarantee money to such charitable institutions;
- 21) undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 22) invest and deal with the Charity's money not immediately required for its object in or upon any investments, securities, or property and exercise all further powers conferred by the [Trustee Act 2000](#) on charity trustees;
- 23) guarantee and become or give security for the performance of contracts by any person or company;
- 24) open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments;
- 25) purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or non-corporate with objects similar to the Charity's object;
- 26) pay out of its funds the costs of forming and registering the Charity;
- 27) do all such other lawful things as shall further the Charity's object.

E. MEMBERSHIP

- 1) Membership of the Charity shall be open to:
 - i) individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee, and
 - ii) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a 'member organisation').
- 2) Every member shall have one vote.
- 3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its

appointed representative at any meeting of the Charity if the appointed representative is unable to attend.

4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation, provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee accompanied by a friend, before a final decision is made.

F. HONORARY OFFICERS

At the Annual General Meeting of the Charity the members shall elect from amongst themselves a Chairperson, a Secretary and a Treasurer of the Association, who shall hold office from the conclusion of that meeting.

G. EXECUTIVE COMMITTEE

1) The Executive Committee shall consist of not less than six nor more than twenty elected members being:

- i) the honorary officers specified in the preceding clause;
- ii) not less than three and not more than seventeen members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

2) The Executive Committee may in addition appoint not more than ten co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J, and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

3) Subject only to the provisions of clause G (4), all the members of the Executive Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.

4) The Executive Committee shall have power to exempt some members of the Executive Committee from annual re-election. No person shall be exempt from annual re-election more than three times, and no more than three members of the Executive Committee shall be exempt from annual re-election at any one time.

5) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

6) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

7) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the interests of the Charity and completing a Trustee Eligibility pro-forma.

H. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if he or she:

- 1) is disqualified from acting as a member of the Executive Committee by virtue of the section of the [Charities Act 1992](#) (or any statutory re-enactment or modification of that provision) specifying which persons are disqualified from being trustees of a charity;
- 2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- 4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- 1) Subject to the provisions of clause I (2), no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- 2) Any member of the Executive Committee with specialist skills who carries out work for the Charity in pursuit of its objects under Powers 6 or 7 may charge and receive reasonable and proper remuneration for that work, provided that at no time shall more than a minority of the Executive Committee members benefit from this clause.

J. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chairperson or by any two members of the Executive Committee upon not less than four days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- 2) The Chairperson shall act as Chairperson at meetings of the Executive Committee. If the Chairperson is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chairperson of the meeting before any other business is transacted.
- 3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- 4) Subject only to the provisions of clause E (5), every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chairperson of the meeting shall have a second or casting vote.
- 5) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee.
- 6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

7) The Executive Committee may appoint one or more sub-committees, consisting of two or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee. The Executive Committee may in addition appoint co-opted members to sub-committees, but so that no-one may be appointed as a co-opted member of a sub-committee if, as a result, more than two thirds of the sub-committee would be co-opted members.

K. RECEIPTS AND EXPENDITURE

1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account or accounts operated by the Executive Committee in the name of the Charity at such bank or banks as the Executive Committee shall from time to time decide. All cheques drawn on the accounts must be signed by at least two members of the Charity, of whom at least one must be a member of the Executive Committee.

2) The funds belonging to the Charity shall be applied only in furthering the object.

L. PROPERTY

1) Subject to the provisions of clause L (2), the Executive Committee shall cause the title to:

- i) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
- ii) all investments held by or on behalf of the charity

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M. ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- i) the keeping of accounting records for the Charity;
- ii) the preparation of annual statements of account for the charity;
- iii) the auditing or independent examination of the statements of account of the Charity; and
- iv) the transmission of the statements of account of the Charity to the Commissioners.

N. ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

O. ANNUAL RETURN

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

P. ANNUAL GENERAL MEETING

- 1) There shall be an Annual General Meeting of the Charity which shall be held in the month of July in each year or as soon as practicable thereafter.
- 2) Every Annual General Meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- 3) Before any other business is transacted at the first Annual General Meeting the persons present shall appoint a Chairperson for the meeting. At subsequent General Meetings the same procedure shall apply.
- 4) The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
- 5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

Q. SPECIAL GENERAL MEETINGS

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R. PROCEDURE AT GENERAL MEETINGS

- 1) The secretary or other person specifically appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- 2) There shall be a quorum when at least one twentieth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting and/or have sent postal votes to the secretary in advance.

S. NOTICES

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

T. ALTERATIONS TO THE CONSTITUTION

1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members voting at a quorate general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

2) No amendment may be made to clause A (the name of charity clause), clause C (the object clause), clause I (Executive Committee members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

4) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

U. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. 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 object of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.