

# UK T<sub>E</sub>X Users Group

## Replacement Constitution, Draft 4.0

CONSTITUTION adopted on the.....20..

### PART 1

#### 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 The Name

The association's name is the UK T<sub>E</sub>X Users Group (and in this document it is called UK-TUG).

#### 3 The Objects

UK-TUG's objects (the Objects) are:

1. the identification, development, operation, funding, support, promotion and encouragement of:
  - (a) programmes and projects concerning systems for typesetting, typographic design and font development, and
  - (b) seminars and conferences which will stimulate those who have an interest in such systems,

provided that these are of a charitable educational and scientific nature;

2. the establishment of channels to ease the exchange of material relevant to the typesetting software T<sub>E</sub>X and the font description language METAFONT;
3. the promotion of T<sub>E</sub>X, METAFONT and related software, standards and systems which are interoperable with them with the goal of enabling and supporting the creation of the finest typeset material;
4. the development and support of a UK community of users and developers of the aforementioned;

#### 4 Application of the Income and Property

1. The income and property of UK-TUG shall be applied solely towards the promotion of the Objects.
2. A Committee member may pay out of, or be reimbursed from, the property of the UK-TUG reasonable expenses properly incurred by him or her when acting on behalf of UK-TUG.
3. (a) a member who is not also a Committee member may receive reasonable and proper remuneration for any goods or services supplied to UK-TUG;

- (b) a Committee member may:
    - i. buy goods or services from UK-TUG upon the same terms as other members or members of the public;
    - ii. receive a benefit from UK-TUG as a member, and upon the same terms as other members;
    - iii. receive a benefit from UK-TUG in the capacity of a beneficiary of UK-TUG, provided that the Committee member complies with the provisions of sub-clause 5 of this clause;
  - (c) UK-TUG may purchase indemnity insurance for the Committee members against any liability that by virtue of any rule of law would otherwise attach to a Committee member or other Officer in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to UK-TUG but excluding:
    - i. fines;
    - ii. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Committee member or other Officer;
    - iii. liabilities to UK-TUG that result from conduct that the Committee member or other Officer knew or ought to have known was not in the best interests of UK-TUG or in respect of which the person concerned did not care whether that conduct was in the best interests of UK-TUG or not.
4. No Committee member may be paid or receive any other benefit for being a Committee member.
  5. A Committee member must absent himself or herself from any discussions of the Committee or of any subcommittee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of UK-TUG and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
  6. In this clause 4, "Committee member" shall include any person firm or company connected with the Committee member.

## 5 Dissolution

1. If the members resolve to dissolve UK-TUG the Committee members will remain in office as the UK-TUG Committee and be responsible for winding up the affairs of UK-TUG in accordance with this clause.
2. The Committee must collect in all the assets of UK-TUG and must pay or make provision for all the liabilities of UK-TUG.
3. The Committee must apply any remaining property or money:
  - (a) directly for the Objects;
  - (b) by transfer to any organisations for purposes the same as or similar to UK-TUG.
4. The members may pass a resolution before or at the same time as the resolution to dissolve UK-TUG specifying the manner in which the Committee are to apply the remaining property or assets of UK-TUG and the Committee must comply with the resolution if it is consistent with sub-clause 3 of this clause.

## **6 Amendments**

1. Any provision contained in Part 1 of this constitution may be amended provided that:
  - (a) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of UK-TUG;
  - (b) 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. If bye-laws have been adopted to permit and regulate voting at general meetings electronically or by post then, for the purposes of sub-clauses 1(b) and 2 of this clause, any votes validly cast under those bye-laws shall be deemed to have been cast by a member present and voting at the relevant general meeting.

## **PART 2**

### **7 Membership**

1. Membership is open to individuals of eighteen or over who are approved by the Committee, and to organisations which are approved by the Committee.
2.
  - (a) Each application for membership shall be notified to the Committee. If no member of the Committee has raised an objection within fourteen days of such notification then the application shall be deemed to have been approved. If an objection has been raised within this period then the Committee shall determine the matter by resolution.
  - (b) The Committee may refuse an application for membership only if, acting reasonably and properly, they consider it to be in the best interests of UK-TUG to refuse the application.
  - (c) The Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (d) The Committee must consider any written representations the applicant may make about the decision. The Committee's 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 Committee must keep a register of names and addresses of the members.
5. Each member has an obligation to inform the committee of any change of address.

### **8 Termination of Membership**

1. Membership is terminated if:
  - (a) the member dies or, if it is an organisation, ceases to exist;

- (b) the member resigns by written notice to UK-TUG unless, after the resignation, there would be fewer than two members.
- 2. The Committee may resolve to terminate membership if:
  - (a) any sum due from the member to UK-TUG is not paid in full within six months of it falling due;
  - (b) the member fails to provide the Committee with a current postal address.
- 3. A member may be removed from membership by a resolution of the Committee that it is in the best interests of UK-TUG that his or her membership be terminated. A resolution to remove a member from membership may be passed only if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Committee 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 UK-TUG) has been allowed to make representations to the meeting.

## **9 General meetings**

- 1. An annual general meeting must be held in each calendar year and not more than fifteen months may elapse between successive annual general meetings.
- 2. All general meetings other than annual general meetings shall be called special general meetings.
- 3. The Committee may call a special general meeting at any time.
- 4. The Committee must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, which ever is the greater. The request must state the nature of the business that is to be discussed. If the Committee 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.
- 5. Subject to the provisions of this Constitution, the Committee may make regulations to permit the business of a special general meeting to be conducted by electronic means.

## **10 Notice**

- 1. The minimum period of notice required to hold any general meeting of UK-TUG is twenty-eight clear days from the date on which the notice is deemed to have been given.
- 2. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- 3. 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. If the meeting is to be conducted by electronic means then the notice must specify the dates and times for the start and finish of the period during which business may be conducted, such period to last for at least seven days.

4. The notice must be given to all the members and to the Committee.
5. Notice of any motions to be considered at a general meeting must be given in writing, must be received by the Secretary at least fourteen days before the date of the meeting, and shall be circulated to members at least seven days before the date of the meeting. If the meeting is called at short notice under sub-clause 2 of this clause then the motions to be considered must be agreed at the time the meeting is called.

## **11 Quorum**

1. Except as specified in sub-clause 7 of this clause, no business shall be transacted at any general meeting unless a quorum of members is present at that meeting.
2. A quorum is:
  - ten members entitled to vote upon the business to be conducted at the meeting; or
  - one tenth of the total membership at the time,whichever is the greater.
3. The authorised representative of a member organisation shall be counted in the quorum.
4. If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Committee shall determine.
5. The Committee must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
6. If no quorum is present at the reconvened 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.
7. If the business of a special general meeting is to be conducted by electronic means then no quorum shall be required for the discussion of any item. A quorum as specified in sub-clause 2 of this clause shall be required for any vote, and each member voting or registering an abstention on the item (whether electronically or by post), or taking part in the electronic discussion of that item, shall be counted in the quorum.

## **12 Chair**

1. General meetings shall be chaired by the person who has been elected as Chair of UK-TUG.
2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Committee member nominated by the Committee shall chair the meeting.
3. If there is only one Committee member present and willing to act, he or she shall chair the meeting.

4. If no Committee member 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.

### **13 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 reconvened 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 reconvened meeting stating the date time and place of the meeting.

### **14 Votes**

1. Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
2. If the business of a special general meeting is to be conducted by electronic means then the Committee shall make provision for members to vote by post instead of electronically.
3. The Committee may make regulations to permit members to cast votes at other general meetings (where business is not conducted electronically) in writing, or by electronic means.

### **15 Representatives of Other Bodies**

1. Any organisation that is a member of UK-TUG may nominate any person to act as its representative at any meeting of UK-TUG.
2. The organisation must give written notice to UK-TUG 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 UK-TUG. The nominee may continue to represent the organisation until written notice to the contrary is received by UK-TUG.
3. Any notice given to UK-TUG will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. UK-TUG shall not be required to consider whether the nominee has been properly appointed by the organisation.

### **16 Officers and Committee members**

1. UK-TUG and its property shall be managed and administered by a committee comprising the Officers and other committee members. These persons are in this constitution called "the Committee members", and together are called "the Committee".

2. UK-TUG shall have the following Officers:

- A Chair,
- A Secretary,
- A Treasurer,

and any other Officers as the Committee may by regulation determine. The Chair shall be an ex-officio member of the Committee, and the other Officers shall be elected from among the Committee members as described in Clause 17.

3. A Committee member must be a member of UK-TUG or the nominated representative of an organisation that is a member of UK-TUG.
4. No one may be appointed a Committee member if he or she would be disqualified from acting under the provisions of Clause 19.
5. The number of Committee members shall be not less than three but (unless otherwise determined by a resolution of UK-TUG in general meeting) shall not be subject to any maximum.
6. A Committee member may not appoint anyone to act on his or her behalf at meetings of the Committee members.

## **17 The Appointment of Committee members**

1. The Chair of UK-TUG shall be elected by a ballot of all members, the result of the election being announced at an Annual General Meeting. The newly elected Chair shall take up office immediately after this Annual General Meeting and shall retire at the conclusion of the second Annual General Meeting following.
2. UK-TUG shall elect Committee members at annual general meeting.
3. The Committee shall elect from amongst its numbers the Secretary, the Treasurer and all other Officers (apart from the Chair).
4. (a) The Committee may appoint any person who is willing to act as a Committee member.  
(b) In the event of a vacancy for the Chair of UK-TUG the Committee may appoint a Committee member to act as Chair of UK-TUG until the conclusion of the next Annual General Meeting.
5. Each of the Committee members apart from the Chair shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
6. No-one may be elected a Committee member at any annual general meeting, or as Chair by ballot, unless prior to the meeting or the ballot UK-TUG is given notice that:
  - (a) is signed by a member entitled to vote at the meeting or in the ballot;
  - (b) states the member's intention to propose the appointment of a person as a Committee member or as Chair;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

7. The appointment of a Committee member, whether by UK-TUG in general meeting or by the other Committee members, must not cause the number of Committee members to exceed any number fixed in accordance with this constitution as the maximum number of Committee members.

## **18 Powers of the Committee**

1. The Committee must manage the business of UK-TUG and they have the following powers in order to further the Objects (but not for any other purpose):
  - (a) to raise funds. In doing so, the Committee must not undertake any substantial 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 association 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 UK-TUG;
  - (g) to open and operate such bank and other accounts as the Committee 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;
2. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Committee.
3. Any Committee Meeting at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee.

## **19 Disqualification and Removal of Committee members**

A Committee member shall be deemed to have resigned from the Committee if he or she:

1. ceases to be a member of UK-TUG;
2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
3. sends a notice of resignation to UK-TUG (but only if at least two Committee members will remain in office when the notice of resignation is to take effect); or
4. is absent without the permission of the Committee from all their meetings held within a period of six consecutive months and the Committee resolve that his or her office be vacated.



## 20 Proceedings of the Committee

1. The Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution. In particular, the Committee may make regulations to permit the conduct of business by electronic means. In this clause the term ‘meeting’ shall be deemed to include any electronic meeting carried out under such regulations.
2. Any Committee member may call a meeting of the Committee members.
3. The Secretary must call a meeting of the Committee if requested to do so by a Committee member.
4. Questions arising at a meeting must be decided by a majority of votes. Votes may be cast in person at a meeting, or in writing, or electronically. Votes must be minuted as described in Clause 23.
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 Committee unless a quorum is present at the time the decision is purported to be made. In the case of an electronic meeting, any Committee member casting a vote or registering an abstention shall (subject to sub-clause 8 of this clause) be counted in the quorum.
7. The quorum shall be two, or the largest number which is not more than one half of the total number of Committee members entitled to vote, whichever of these is the greater.
8. A Committee member shall not be counted in the quorum present when any decision is made about a matter upon which that Committee member is not entitled to vote.
9. If the number of Committee members is less than the number fixed as the quorum, the continuing Committee members or Committee member may act only for the purpose of filling vacancies or of calling a general meeting.
10. The Chair of UK-TUG shall chair meetings of the Committee.
11. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Committee members present may appoint one of their number to chair that meeting.
12. The person appointed to chair meetings of the Committee shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Committee.

## 21 Delegation

1. The Committee may delegate any of their powers or functions to a subcommittee consisting of two or more Committee members and a smaller number of ordinary UK-TUG members. The terms of any such delegation must be recorded in the minute book.
2. The Committee may impose conditions when delegating, including the conditions that:
  - the relevant powers are to be exercised exclusively by the subcommittee to whom they delegate;

- no expenditure may be incurred on behalf of UK-TUG except in accordance with a budget previously agreed with the Committee.
3. The Committee may revoke or alter a delegation.
  4. All acts and proceedings of any subcommittees must be fully and promptly reported to the Committee.

## 22 Irregularities in Proceedings

1. Subject to sub-clause 2 of this clause, all acts done by a meeting of the Committee, or of a subcommittee of Committee members, shall be valid notwithstanding the participation in any vote of a Committee member:
  - who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office;
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without:

- the vote of that Committee member; and
- that Committee member being counted in the quorum,

the decision has been made by a majority of the Committee members at a quorate meeting.

2. Sub-clause 1 of this clause does not permit a Committee member to keep any benefit that may be conferred upon him or her by a resolution of the Committee or of a subcommittee of Committee members if the resolution would otherwise have been void.
3. No resolution or act of:
  - (a) the Committee;
  - (b) any subcommittee of Committee members;
  - (c) UK-TUG in general meeting,

shall be invalidated by reason of the failure to give notice to any Committee member 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 UK-TUG.

## 23 Minutes

The Committee shall keep minutes of all:

1. appointments of Officers and Committee members made by the Committee;
2. proceedings at meetings of UK-TUG, including the numbers of all votes cast by whatever means;
3. meetings of the Committee and subcommittees of Committee members including:

- the names of the Committee members present at the meeting (or, in the case of an electronic meeting, the names of the Committee members casting votes or registering abstentions on resolutions);
- the decisions made at the meetings; and
- where appropriate the reasons for the decisions.
- these minutes must be made available by the committee to any member upon request

## 24 Accounts

1. (a) The financial year of UK-TUG shall end on the last day of July in each year.
- (b) The Treasurer shall ensure that accounting records are kept which are sufficient to show and explain all UK-TUG's transactions, and which are such as to disclose at any time, with reasonable accuracy, the financial position of UK-TUG at that time.
- (c) The accounting records shall in particular contain entries showing from day to day all sums of money received and expended by UK-TUG, and the matters in respect of which the receipt and expenditure takes place; and a record of the assets and liabilities of UK-TUG.
- (d) The Committee shall preserve any accounting records made for the purposes of this section in respect of UK-TUG for at least six years from the end of the financial year in which they are made.
- (e) If UK-TUG ceases to exist within the period of six years mentioned in paragraph (d) above as it applies to any accounting records, the obligation to preserve those records in accordance with that paragraph shall continue to be discharged by the last Committee until such time as all the liabilities of UK-TUG have been met.
2. (a) The Treasurer shall prepare in respect of each financial year of UK-TUG a receipts and payments account, and a statement of assets and liabilities.
- (b) The Committee shall preserve the account and statement for at least six years from the end of the financial year in which they are made.
- (c) If UK-TUG ceases to exist within the period of six years mentioned in paragraph (b) above as it applies to any accounting records, the obligation to preserve the account and statement in accordance with that paragraph shall continue to be discharged by the last Committee until such time as all the liabilities of UK-TUG have been met.
3. (a) The accounts of UK-TUG for each year shall be examined by an independent examiner, that is to say an independent person who is reasonably believed by the Committee to have the requisite ability and practical experience to carry out a competent examination of the accounts, and who is approved by a resolution passed at a general meeting.
- (b) The inspected accounts for each financial year shall be presented to the Annual General Meeting immediately following the end of that financial year.

## 25 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. Notice may be given 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 electronic address.
- 3. A member who does not register an address or an electronic address with UK-TUG or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from UK-TUG.
- 4. A member present in person at any meeting of UK-TUG 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 properly addressed and sent 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.

## 26 Rules

- 1. The Committee 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 UK-TUG (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 UK-TUG in relation to one another, and to UK-TUG's employees and volunteers;
  - (c) the procedure at general meetings and meetings of the Committee in so far as such procedure is not regulated by this constitution and, in particular, provision for electronic and postal voting at general meetings, and for electronic meetings of the Committee;
  - (d) the keeping and authenticating of records. (If regulations made under this clause permit records of UK-TUG to be kept in electronic form and require a Committee member 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. UK-TUG in general meeting has the power to alter, add to or repeal the rules or bye-laws.

4. The Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of UK-TUG.
5. The rules or bye-laws shall be binding on all members of UK-TUG. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.