

## **Constitution**

Adopted on 28 February 2015

### **1. Name**

The organisation is called The Association of the UK School of Professional Toastmasters (the “Association”).

### **2. Objects**

The objects of the Association are to develop and enhance the profession of the Toastmaster and to oversee the maintenance by its members of the highest standards of the profession.

### **3. Membership**

a. Membership of the Association is open only to persons who have successfully completed the qualifying Toastmaster’s Course provided by the UK School of Professional Toastmasters Limited.

b. Applications for membership shall be made in such form as may be prescribed from time to time and shall be accompanied by proof of completion of the qualifying Toastmaster’s Course, the current joining fee and the annual subscription.

c. The term “Member” shall mean a person who has been accepted into, and remains in, membership of the Association under the provisions of this section 3.

d. Membership of the Association shall be terminated:

1. by the Member submitting a notice of resignation in writing to the Secretary or Treasurer;
2. if the Member is excluded following disciplinary action under section 10; or
3. in accordance with section 8.h, if the Member fails to pay the annual subscription.

e. In section 3.d.1 and subsequently, the term “in writing” shall include a communication by e-mail.

### **4. Fellowship**

a. The award of Fellow may be conferred on any Member who has given outstanding service to the Association.

b. Nominations for the award may be made by any Member, in writing to the Secretary, and shall contain a statement of the reasons for the nomination.

c. The Committee shall review and decide on all nominations. In the event of a nomination being approved, the award shall be announced at the next general meeting of the Association.

d. The status of Fellow shall continue for so long as the Fellow remains a Member.

### **5. Life Membership**

a. A Member who has been in good standing with the Association for ten years or more may be elected a Life Member, in accordance with the provisions of this section 5. On the proviso that the member accepts the Life Membership.

- b. Election to Life Membership shall be on the recommendation of the Committee and by special resolution of the Members in general meeting.
- c. A Life Member shall not engage in the profession of Toastmaster for reward or remuneration in any form; but he or she may undertake unpaid Toastmaster assignments:
  1. for a charity or similar organisation; or
  2. in order to develop or enhance the profession of Toastmaster.
- d. A Life Member shall continue to have the benefits and responsibilities as a Member of the Association, except that he or she:
  1. may not be elected or co-opted on to the Committee or any sub-committee;
  2. may not propose any motion or resolution to be put to a meeting of the Association;
  3. may not vote at a meeting of the Association; and
  4. shall not be required to pay an annual subscription.

## **6. Management**

- a. The Association shall be managed by an Executive Committee (the “Committee”) comprising:
  1. the following Officers
    - President
    - Senior Vice-president
    - Junior Vice-president
    - Immediate Past President
    - Secretary
    - Treasurer
  2. up to five Other Members, which may include members co-opted in accordance with section 6.h.
- b. The terms “Committee member(s)” and “member(s) of the Committee” shall mean the Officers and Other Members.
- c. Committee members shall serve from the date of their election, appointment or co-option to the close of the next succeeding annual general meeting of the Association, provided that the Secretary and Treasurer shall each remain in office for a second year without re-election.
- d. Appointments and elections to the Committee shall be made or held at the annual general meeting, as follows:
  1. the President shall, subject to section 6.e, be the Senior Vice-president of the preceding year;
  2. the Senior Vice-president shall, subject to section 6.e, be the Junior Vice-president of the preceding year;
  3. the Immediate Past President shall be the President of the preceding year; and
  4. the other Officers and the Other Members shall be elected, subject to the proviso in section 6.c.
- e. If either of the following conditions applies, the relevant section 6.d.1 or 6.d.2 shall not have effect and the respective presidential Office shall be subject to election under section 6.g:
  1. the relevant Vice-president is not available to progress to the next Office; or
  2. five or more Members object to the automatic progression, either at the annual general meeting or in writing prior to the meeting.

- f. If the President of the preceding year is not available to act as Immediate Past President, a former President shall be so elected, or co-opted under section 6.h.
- g. Nominations for the elected members of the Committee shall be submitted to the Secretary not less than twenty-one days prior to the annual general meeting. If a majority of the Members present at the meeting agree by a show of hands, emergency nominations for the Committee may be made at the meeting. In the event of there being more than one nomination for an Office or more than five nominations for Other Members, there shall be appropriate ballots of the members present.
- h. If, at the conclusion of an annual general meeting, one or more Officers has not been appointed or elected or less than five Other Members have been elected:
  - 1. the Committee shall co-opt a Member to fill each vacant Office; and
  - 2. the Committee may co-opt a Member to fill each Other Member vacancy.
- i. A Committee member shall cease to be such if he/she:
  - 1. becomes incapable of managing or administering her/his own affairs;
  - 2. is absent from three consecutive Committee meetings without good cause or without the consent of the Committee; or
  - 3. tenders a written notice of resignation to the Secretary.
- j. If, at any time, a vacancy arises in the Committee, the provisions of sections 6.h.1 and 6.h.2 shall apply as appropriate.
- k. The Committee shall meet as required. The quorum shall be five, of whom one shall be the President, Senior Vice-president or Junior Vice-president. The chairman of the meeting shall be the senior Officer present.
- l. The following provisions shall apply to sub-committees of the Committee:
  - 1. At the adoption of this Constitution, there shall be
    - a Social Committee, chaired by the Senior Vice-president, together with other Members co-opted as necessary for any specific event;
    - an Audit Committee, comprising two Members whose duty will be to examine and certify the Association's financial statements prior to their presentation to the Members, and who shall be elected each year at the annual general meeting; and
    - a Marketing and Communications Committee, appointment to which will be at the discretion of the Committee.
  - 2. Membership of a sub-committee does not, of itself, constitute membership of the Committee.
  - 3. The Association may, by special resolution and without formal amendment to this Constitution, create new sub-committees for specific purposes or disband any existing or future sub-committee, except the Audit Committee.
- m. The Immediate Past President shall be the welfare officer for the Association.
- n. The Immediate Past President for the year shall, at the end of that year, not serve on the Committee, or a sub-committee, for a period of one year.

## **7. General meetings**

- a. An annual general meeting of the Association shall be held in the month of February or as soon thereafter as is practicable.

- b. The location of the annual general meeting shall be determined by the Committee, after consultation with Members, and shall be varied in order to reflect the national character and membership of the Association.
- c. The business at the annual general meeting shall be to:
  - 1. receive reports from the Chairman, the Secretary and the Treasurer;
  - 2. receive the financial statements;
  - 3. elect the Committee and the Audit Committee for the ensuing year;
  - 4. consider any resolutions put before the meeting;
  - 5. discuss any other matters relevant to the Association, including any reports submitted by sub-committees.
- d. Extraordinary general meetings of the Association may be convened at any time by the Committee or on receipt of a written requisition by at least five Members.
- e. The quorum at any general meeting shall be ten Members, provided that at least one of the President, Senior Vice-president and Junior Vice-president shall be present. If a quorum is not present within fifteen minutes of the advertised start of the meeting, no business may be transacted other than a formal adjournment.
- f. The chairman at any general meeting shall be the senior Officer present.
- g. Meetings may take place by conference call, whereby every participant can hear, and be heard by, every other participant. The Committee may also authorise meetings to be held by teleconference or other internet media, provided that every Member then has, or has access to, the necessary equipment to enable each participant to communicate freely with every other participant.
- h. Any resolution put before a general meeting shall be an ordinary resolution unless a special resolution is required by any provision in this Constitution. An ordinary resolution shall be decided by a majority of the votes cast; in the event of an equality, the chairman shall have a second or casting vote. A special resolution shall be decided by not less than 75% of the votes cast.
- i. Any motion to be proposed for resolution, discussion or consideration at a general meeting shall be made in writing to the Secretary at least twenty-one days before the date or proposed date of the meeting. Motions to be proposed as resolutions shall be signed by not less than two Members.
- j. Resolutions put before a general meeting shall be only those set out in the agenda for the meeting except that, if 75% of the Members present and voting agree, a new or amended resolution may be introduced at the meeting.
- k. At general meetings, each Member shall have one vote. Votes shall be by a show of hands, unless the Committee resolves that the vote shall be by ballot of all Members. In that case the ballot paper shall be circulated with the agenda and shall be returned to the Secretary not less than seven days before the date of the meeting.
- l. Notices of general meetings shall be given in writing as follows:
  - 1. for the annual general meeting, not less than six months; provided that the agenda for that meeting may be issued not less than fourteen days prior to the meeting.
  - 2. for extraordinary general meetings, not less than fourteen days; provided that the notice shall incorporate the agenda for the meeting.

## **8. Finance**

- a. The financial year shall be the calendar year.
- b. The funds of the Association shall be deposited in one or more accounts with a UK authorised clearing bank.
- c. Cheques drawn on the accounts, and all other instructions relating to the accounts, shall be signed by two authorised signatories.
- d. Proper books of account and other financial records shall be maintained to enable the financial position of the Association to be determined at any time.
- e. Financial statements, comprising a receipts and payments summary and a statement of assets and liabilities, shall be laid before the annual general meeting and circulated to all Members within thirty days after the meeting.
- f. A new Member, or a Member rejoining after previously having resigned from the Association, shall pay a joining fee of such amount as shall be determined from time to time by the Committee.
- g. The Association may enter into an arrangement with the Toastmasters' General Council whereby Members may, at their option, subscribe to the public liability insurance policy organised by the Toastmasters' General Council. The premium for such insurance shall be paid by the Member to the Association with her/his annual subscription.
- h. The following provisions relate to annual subscriptions:
  1. the subscription year shall commence on 1 April in each year;
  2. the subscription for each subscription year shall be agreed by the Members at the immediately preceding annual general meeting, and shall be paid by no later than 31 May;
  3. a new Member joining after 30 September in any year shall pay one half of the subscription for that year;
  4. a Member who fails to pay the subscription for the year by 31 May shall be automatically excluded from membership of the Association; and
  5. the Secretary and the Treasurer shall not be required to pay a subscription while they hold their respective Offices.

## **9. Code of Ethics**

- a. The Code of Ethics, as presently published by the Association, shall be incorporated by reference into this Constitution.
- b. The Committee may from time to time amend the Code of Ethics in such manner as it sees fit. Such amendment(s) shall not require a special resolution under section 13, provided that any Member may require the amendment(s) to be brought before a general meeting under sections 7.i or 7.j.

## **10. Disciplinary**

- a. A Member shall be liable to disciplinary action if he or she:
  1. is the subject of a complaint in her/his capacity as a toastmaster;
  2. fails to observe the Code of Ethics; or
  3. is made bankrupt or enters into a compromise arrangement with her/his creditors.

- b. A referral under any of the above heads shall be made to the Secretary, or the President, who shall convene a meeting of the Committee within thirty days to consider the matter, at which meeting the Member shall be entitled to be heard.
- c. If the Committee finds against the Member, the Committee shall impose such sanction as it sees fit, up to and including temporary or permanent exclusion from the Association.

#### **11. Administrative**

- a. Communications with third parties shall be conducted by the Secretary, except where another Member has been so delegated by the Committee.
- b. Communications between the Association and Members, whether generally or individually, shall be by e-mail, except where ordinary mail is the only appropriate medium. Each Member shall notify the Secretary of an active e-mail address to be used for communications from the Secretary.
- c. E-mails sent either to all Members or specific groups of Members, by the Secretary or any other Member, shall be formatted to ensure that the recipients' e-mail addresses are not visible to other recipients or third parties.

#### **12. Dissolution**

- a. If the Committee decides that it is necessary or advisable to dissolve the Association, it will convene an extraordinary general meeting at which an appropriate resolution shall be proposed, as a special resolution. The vote on the special resolution shall be by ballot of all Members.
- b. The special resolution shall specify how the assets of the Association are to be realised and distributed, provided that the assets shall be distributed only to one or more of the following bodies, in accordance with a recommendation of the Committee:
  - 1. the Toastmasters' General Council;
  - 2. a successor body to the Toastmasters' General Council; or
  - 3. any other properly constituted Toastmaster organisation having similar objects to the Association.

#### **13. Amendment**

- a. This Constitution may only be amended by way of a special resolution.