Touring Exhibitions Group (TEG) Constitution

('Association' Model Constitution)

PROPOSED ADDITIONS IN GREEN.
PROPOSED TEXT TO REMOVE IN RED.

Date of constitution: 23 August 2020. **Updated 13 October 2025.**

1. NAME

The name of the Charitable Incorporated Organisation ('the CIO') is Touring Exhibitions Group ('TEG').

2. NATIONAL LOCATION OF PRINCIPAL OFFICE

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

3. OBJECTS

The objects of the CIO are:

The advancement of education for the public benefit in the technical skills and knowledge relevant to organising or hosting exhibitions in museums, galleries, libraries, art and science centres and other -public organisations by:

- Training and development;
- Sharing ideas, materials and resources to promote innovation and best practice;
- Facilitating a public network for providers and recipients of touring and partnership exhibitions;
- Conducting and supporting research and publishing the useful results of that research.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

4. POWERS

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental in doing so. In particular, the CIO's powers include power to:

1) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

2) sell, lease, or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

3) employ and remunerate such staff and contractors as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;

5. APPLICATION OF INCOME AND PROPERTY

1) The income and property of the CIO must be applied solely towards the promotion of the objects.

   (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the CIO.
   (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving;

(a) a benefit from the CIO as a beneficiary of the CIO;
(b) reasonable and proper remuneration for any goods or services supplied to the CIO.

3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. BENEFITS AND PAYMENTS TO CHARITY TRUSTEEES AND CONNECTED PERSONS

(1) General provisions

No charity trustee or connected person may:

(a) buy or receive any goods or services from the CIO in terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the CIO;
(c) be employed by, or receive remuneration from, the CIO;
(d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. 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 CIO as a beneficiary of the CIO 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 CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

(c) Subject to sub-clause 3 of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its charity trustees may only reply upon the authority provided by sub-clause (2)(c) of 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 a written agreement between the CIO and the charity trustee or connected person supplying the goods ("the supplier").

(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 CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity 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 them or it with regard to the supply of goods to the CIO.

(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 charity trustees in the minute book.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

(a) “connected person” includes any person within the definition set out in clause 30 (Interpretation);

7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

A charity trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement entered into by the CIO which has not previously been declared; and
(2) absent themselves from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between their duty to act solely in their interests of the CIO and any personal interest (including but not limited to any financial interest) or the interests of any connected person or corporate body.

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

8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE CIO IF IT IS WOUND UP

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. MEMBERSHIP OF THE CIO

(1) Admission of new members
(a) Eligibility

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

Acceptance of applications for membership shall be at the discretion of the Board of Trustees.

(b) Admission procedure

The charity trustees:

i) may require applications for membership to be made in any reasonable way that they decide;

ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;

iii) may refuse an application for membership if they believe it is in the best interests of the CIO for them to do so;

iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

v) shall consider any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the CIO has received written notification of the transfer.

(3) Duty of members

It is the duty of each member of the CIO to exercise their powers as a member of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO.

(4) Termination of membership

(a) Membership of the CIO comes to an end if:

i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or

ii) the member sends a notice of resignation to the charity trustees; or

iii) any sum of money owed by the member to the CIO is not paid immediately of its falling due; or

iv) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:

i) inform the member of the reasons why it is proposed to remove, them or it from membership;

ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why they or it should not be removed from membership;

iii) at a duly constituted meeting of the charity trustees, consider whether the member should be removed from membership;

iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and

v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

The CIO may require members to pay reasonable membership fees to the CIO. **(6) Informal or associate (non-voting) membership**

(a) The charity trustees may create associate or other classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

(b) Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. Members’ decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in the sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in the sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes case at the meeting (including votes cast by online or email ballot).

(3) Taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

i) a copy of the proposed resolution has been sent to all the members eligible to vote; and

~~ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member’s agreement must be authenticated by their signature (or in the~~

~~case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.~~

ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received by email to the TEG Administrator within the period of 28 days, beginning with the circulation date.

(b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees must within 21 days of receiving such a request comply with it if:

i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

iii) Effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members. **(4) Decisions that must be taken in a particular way**

(a) Any decision to remove a trustee must be taken in accordance with clause 15(2).

(b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. GENERAL MEETINGS OF MEMBERS

(1) Types of general meetings

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report and must elect trustees as required under clause 13.

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

(a) The charity trustees:

i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and

ii) may call any other general meeting of the members at any time.

(b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:

i) they receive a request to do so from at least 10% of the members of the CIO; and

ii) the request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful and is not defamatory, frivolous or vexatious.

(f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

(g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting

(h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(i) The CIO must reimburse any reasonable expense incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

(a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 28 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.

(b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must:

i) state the time and date of the meeting;
ii) give the address at which the meeting is to take place, or **online;**
iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;

v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.

(d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the CIO.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meetings shall be the greater of 10% or twenty-five members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the CIO's members at least seven clear days before the date on which it will resume.

(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

(a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including email and online votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.

(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

i) at the meeting at which it was demanded; or

ii) at some other time and place specified by the chair; or

iii) through the use of electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Electronic Voting

(a) The CIO may, if the charity trustees so decide, allow the members to vote by electronic mail ('email') to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

(b) The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the email ballot and the counting of votes.

(c) If email voting is to be allowed on a matter, the CIO must send to the members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:

i) a notice by email, if the member has agreed to receive notices in this way under clause 22 (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

(d) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(e) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

(f) The voting procedure must specify the closing date and time for receipt of votes and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

(g) The scrutineers must make a list of names of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid email vote must not vote at the meeting and must not be counted in the quorum for any part of the meeting on which they have already cast a valid vote. A member who has cast an invalid vote by email is allowed to vote at the meeting and counts towards the quorum.

(h) For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

(i) Votes cast by email must be counted by all of the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by email and the number of votes received which were invalid.

(j) The scrutineers must not disclose the result of the email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(k) Following the final declaration of the result of the vote; the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

(l) Any dispute about the conflict of the email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

(8) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as individual members of the CIO.

(9) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. CHARITY TRUSTEES

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

(a) to exercise their powers and to perform their functions as a trustee of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO; and

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

i) any special knowledge or experience that they have or holds themself/ themselves out as having; and

ii) if they act as a charity trustee of the CIO during a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

(a) Every charity trustee must be a natural person.

(b) No one may be appointed as a charity trustee:

- if they are under the age of 16 years; or

- if they would automatically cease to hold office under the provision of clause 15(1)(f); ~~or~~

~~• if they are connected to (by reason of employment by or ownership of) a member of the CIO paying the Corporate Members' fee for commercial suppliers.~~

(c) No one is entitled to act as a charity trustee whether on appointment or on any re appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of the charity trustee.

(d) At least ones of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.

(3) Number of charity trustees

(a) There must be not less than 5 nor more than 12 elected trustees.

(b) If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.

(c) No trustee appointment may be made in excess of the maximum number of charity trustees stated in this sub-clause.

(4) First charity trustees

The first charity trustees of the CIO are:

Nicola Coleby
Roz Bonnet
Emma Daker
Karen Lewis
Janine Parrish
Natalie Patel
Maria Ragan

(5) Trustee Roles

~~A~~ Trustees of the CIO will be appointed to the following roles and additionally to such other roles as the charity trustees may decide from time to time, **up to a total of 12 trustees as per 3A of this clause:**

Chairperson
Vice-Chairperson
Secretary
Treasurer
~~**Membership Officer**~~
~~**Events Officer**~~
~~**Marketing Officer**~~

13. APPOINTMENT OF CHARITY TRUSTEES

(1) ~~**At every annual general meeting of the members of the CIO, one-third of the elected charity trustees shall retire from office. If the number of elected charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, they shall retire;**~~

Trustees are elected for a period of three years, after the end of their first term they may be re-elected for a second term of three years. A charity Trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least two years;

~~**(2) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;**~~

(2) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub clause **(3)** of this clause;

(3) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded;

(4) ~~A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of their appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.~~

A person so appointed by the members of the CIO shall continue as a trustee only if elected at the next annual general meeting.

14. INFORMATION FOR NEW CHARITY TRUSTEES

The charity trustees will make available to each new charity trustee, on or before their first appointment:

(a) a copy of this constitution and any amendments made to it; and

(b) a copy of the CIO's latest trustee's annual report and statement of accounts.

15. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES

(1) A charity trustee ceases to hold office if they:

(a) retire by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

(b) are absent without permission of the trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated;

(c) dies;

(d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or

(f) Is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. REAPPOINTMENT OF CHARITY TRUSTEES

~~**Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.**~~ A charity trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least two years.

17. TAKING OF DECISIONS BY CHARITY TRUSTEES

Any decision may be taken either:

- at a meeting of the charity trustees; or
- by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
  - a copy of the proposed resolution has been sent, at or as near as reasonably practical to the same time, to all the charity trustees; and
  - the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such place as the trustees may resolve within 28 days of the circulation date.

18. DELEGATION BY CHARITY TRUSTEES

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements

(a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

(b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

(c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. MEETINGS AND PROCEDURES OF CHARITY TRUSTEES

(1) **Calling meetings**

(a) Any charity trustees may call a meeting of the charity trustees.

(b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) **Chairing of meetings**

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) **Procedure at meetings**

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four charity trustees, or the number nearest to 60% of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.

(b) Questions arising at the meeting shall be decided by a majority of those eligible to vote

(c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participating in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with the rules for meetings, including chairing and the taking of minutes.

20. SAVING PROVISIONS

(1) Subject to sub-clause (2) of this clause, all decision of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- 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 charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity 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 them by a resolution of the charity trustees or of a committee

of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of Interest).

21. EXECTION OF DOCUMENTS

(1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).
(2) A document is validly executed by signature if it is signed by at least two of the charity trustees. (3) If the CIO has a seal:

(a) it must comply with the provisions of the General Regulations; and

(b) it must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

22. USE OF ELECTRONIC COMMUNICATIONS

(1) General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

(a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

(b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) By the CIO

(a) Any member or charity trustee of the CIO, by providing the CIO with their email address or similar, is taken to have agreed to receive communications from the

CIO in electronic form at that address, unless the member has indicated to the CIO their unwillingness to receive such communications in that form.

(b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –

i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);

ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); and

iii) submit any proposal to the members or charity trustees for decision by written resolution or electronic vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing), or the provisions for electronic voting under clause 11(7).

(c) The charity trustees must:

i) Take reasonable steps to ensure that members and charity trustees are promptly notified by the publication of any such notice or proposal;

ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

23. KEEPING OF REGISTERS

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

24. MINUTES

The charity trustees must keep minutes of all:

(1) appointments of officers made by the charity trustees;
(2) proceedings at general meetings of the CIO;

(3) meetings of the charity trustees and committees of charity trustees including:

- the names of the trustees present at the meeting;
- the decisions made at the meetings; and
- where appropriate the reasons for the decisions;

(4) decisions made by the charity trustees otherwise than in meetings.

25. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statement of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. RULES

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

27. DISPUTES

If any dispute arises between members of the CIO 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.

28. AMENDEMENT OF CONSTITUTION

As provided by clauses 224-227 of the Charities Act 2011:

(1) This constitution can only be amended:

(a) by resolution agreed in writing by all members of the CIO; or

(b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

(2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. VOLUNTARY WINDING UP OR DISSOLUTION

(1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of the members. Any decision by the members to wind up or dissolve the CIO can only be made:

(a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of the Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

i) by a resolution passed by a 75% majority of those voting, or

ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of the CIO.

(2) Subject to the payment of all of the CIO's debts:

(a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

(3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Commission:

i) a copy of the resolution passed by the members of the CIO;

ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

(4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. INTERPRETATION

In this constitution:

"**Connected person**" means:

(a) a child, parent, grandparent, brother or sister of the charity trustee;

(b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled –

i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

ii) by two or more persons falling within sub-clause (d)(i), when taken together (e) a body corporate in which –

i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

"**General Regulations**" means the Charitable Incorporated Organisations (General) Regulations 2012.

"**Dissolution Regulations**" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The "**Communications Provisions**" means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

"**Charity trustee**" means a charity trustee of the CIO.

A "**poll**" means a counted vote or ballot, usually (but not necessarily) in writing.

Touring Exhibitions Group Byelaws

PROPOSED ADDITIONS IN GREEN.

PROPOSED TEXT TO REMOVE IN RED.

Date of Byelaws: 23 August 2020. **Updated 13 October.**

The Touring Exhibitions Group ('TEG') is a charitable incorporated organisation registered with the Charity Commission of England & Wales with registration number 1191056. TEG's governing document is its Constitution, dated 15 June 2020 ('the Constitution') and updated 7 October 2024.

These byelaws have been formulated under the powers given to the Trustees of TEG by clause 15 of the Constitution to facilitate the smooth running of the organisation in accordance with its governing document. For the avoidance of doubt, these byelaws and any decisions taken by subcommittees or in a general meeting must, by law, be subject to the provisions of the Constitution.

A. Managing Committees

1. **The Trustees:** The Executive Committee, consisting of Trustees appointed in accordance with clause 13 of the Constitution, is legally responsible for the management, direction and control of TEG. There must be no fewer than five and no more than 12 trustees. Trustees are elected for a period of three years, after the end of their first term they may be re-elected for a second term of three years. A charity Trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least two years.

The Trustees will occupy the following roles and additionally such other roles as the Trustees may decide from time to time:

- Chairperson
- Vice-Chairperson
- Secretary
- Treasurer

No one who has not been formally appointed a Trustee shall be regarded as being a Trustee or able to exercise any of the powers of a Trustee.

Under clause 18 of the Constitution, the Trustees may delegate powers and functions to a committee or committees, subject to the following:

(a) At least one member of each committee must be a Trustee;

(b) The acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

(c) The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

2. **The Advisory Board:** The Advisory Board is a committee of not more than 18 members, consisting of the Trustees and such other Members of TEG (or their representatives) as are elected at each Annual General Meeting.

Advisory Board members are elected for a period of three years but may serve further consecutive terms if elected as Trustees by TEG's membership at an AGM.

2. The Advisory Group: The Advisory Group: The Advisory Group is a group of not more than 6 members, consisting of voluntary members, as are elected at each Annual General Meeting. Advisory

Group members are elected for a single term of three years and are not eligible for re-election.

Advisory Group members are eligible to be nominated for election as a Trustee and their term

as Advisory Group member will not affect their term as Trustee, if elected.

3. The rules for the retirement of Trustees are contained in clause 13 of the Constitution. Retiring Trustees may not stand for election to the Advisory Board until an interval of at least two years has elapsed. **Other Sub-committees:** Where other committees are established by the Trustees, they must determine the terms and conditions on which the committees operate, and the Trustees may at any time alter those terms and conditions or revoke the delegation of powers to such committees.

B. Membership

TEG is a membership organisation, and the rights and responsibilities of Members are set out in clauses 9, 10 and 11 of the Constitution.

A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated. Acceptance of applications for membership shall be at the discretion of the Executive Committee.

1. Membership Categories

There are three categories of paid membership:

(1) **INDIVIDUAL** - with the following tiers:

Standard

With Marketplace access

Concession

Open to any individual, including those who may be employed by an Organisation member, if they wish to join in their own right.

Individual

Individual Plus (with Directory access)

Concessions

Open to any individual, including those who may be employed by an Organisation member, if they wish to join in their own right.

(2) **ORGANISATION -** with the following tiers:

Volunteer-run – no paid employees

Small – 1-49 employees

Medium – 50-149 employees

Large – 150+ employees

Support Organisations – e.g. IPSOs

Open to any institution.

(3) **CORPORATE** – with the following tiers:

Small (less than 10 employees)

Medium (10-75 employees)

Large (75+ employees)

Open to commercial businesses supplying goods and services for exhibitions; or providing exhibitions on a commercial basis

Small (1-9 employees)

Medium (10-74 employees)

Large (75+ employees)

Open to commercial businesses supplying goods and services for exhibitions; or providing exhibitions on a commercial basis

(4) **HONORARY -** open to any person for services to TEG or its objectives on the recommendation of the Board of Trustees. The number of Honorary Members at any one time shall be agreed by the Board of Trustees.

2. Membership Fees

Current membership fees for each membership category are available on the TEG website https://touringexhibitionsgroup.org.uk/plans/join-teg/.
https://theexhibitionsgroup.org.uk/become-a-member/

Termination of membership for any reason whatsoever shall not entitle the Member to a refund of any monies paid by them to TEG (in whole or pro rata).

3. Member Obligations

It is the duty of each Member of TEG to exercise their powers in the way they decide in good faith would be most likely to further the purposes of the CIO. This includes

i. Contributing to TEG's 'bank' of knowledge and experience; and

ii. Upholding the standing of TEG and promoting its values amongst potential members and stakeholders.

It is expected that Members will adhere to TEG's published Standards and apply the same professionalism as Members as they apply to their professional practice. The Standards are available on the TEG website:

https://touringexhibitionsgroup.org.uk/wp-content/uploads/2017/06/TEG-Policy-5.-Standards.pdf

https://theexhibitionsgroup.org.uk/about-us/policies/standards/