

Constitution of the British Postgraduate Philosophy Association

21st August 2011

1 Name

1.1 The name of the Association shall be “The British Postgraduate Philosophy Association”.

2 Objects

2.1 The Association’s object is to promote and foster the teaching and study of and research in Philosophy at postgraduate level within higher education in the United Kingdom.

3 Administration

3.1 Subject to the matters set out below the Association and its property shall be administered and managed, in accordance with this Constitution and with policies determined by the Association, by the members of the Executive Committee constituted by clause 7 of this Constitution (hereafter referred to as the “Executive Committee”).

4 Powers of the Executive Committee

4.1 In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- i. power to set a fee for annual membership and a fee for life membership of the Association;
- ii. power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- iii. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;

- iv. power to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar purposes and to exchange information and advice with them;
- v. power to support any charitable trusts, associations or institutions formed for all or any of the objects;
- vi. power to appoint and constitute such sub-committees as the Executive Committee may think fit;
- vii. power to organise such events as the Executive committee may deem appropriate for the achievement of the objects;
- viii. power to appoint and constitute teams of at least three full members of the Association to organise on behalf of the Association such events as the Executive Committee may from time to time deem appropriate for the achievement of the objects;
- ix. power to make regulations and by-laws in order to implement the paragraphs of this Constitution, and to settle any disputed points not otherwise provided for in this Constitution;
- x. power to appoint individuals by co-optation to an Executive Committee position;
- xi. power to do all such other lawful things as are necessary for the achievement of the objects.

5 Membership

5.1 There shall be a category of full membership, open to appropriately qualified individuals.

5.2 The following may, on payment of an annual subscription or a lifetime subscription, the amount of which to be determined annually by the Executive Committee, become full members:

- i. individuals who are enrolled on a course of postgraduate study in Philosophy at a higher education institution in the United Kingdom or Republic of Ireland.
- ii. individuals who have completed a course of postgraduate study in Philosophy at a higher education institution in the United Kingdom or Republic of Ireland.
- iii. individuals who are competent to teach or pursue research in Philosophy, as demonstrated by their training or achievements

5.3 It shall be for the Secretary to determine whether any individual does or does not meet the eligibility requirement for full membership specified in 5.2 above. All such decisions shall be reported to the next meeting of the Association.

5.4 The Executive Committee may by unanimous vote and for good reason terminate the membership of any full member provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by an adviser if desired, before a final decision is made, and shall have a right of appeal to a meeting of the Association against a final decision to terminate.

5.5 Every full member shall have one vote in any deliberation within the Association, whether taking place at a meeting of the Association or conducted by postal or electronic means of communication.

6 Meetings of the Members

6.1 The quorum for a general meeting shall be one tenth of the number of full members or fifteen full members, whichever is the greater, present in person or by proxy.

6.2 There shall be an Annual General Meeting of the Association which shall be held within the period from May to September inclusive in each year, or as soon as practicable thereafter; always provided that the time between two successive Annual General Meetings shall not exceed 17 months.

6.3 The Secretary shall notify the members of the time and place of the Annual General Meeting with not less than 31 days notice.

6.4 The Annual General Meeting shall:

- i. receive the Executive Committee's report of the Association's activities during the preceding year, and accounts of the Association for the preceding year, the report and accounts having been approved by the Executive Committee.
- ii. consider any constitutional amendments proposed in accordance with clause 17.
- iii. elect members of the Executive Committee in accordance with clause 7.
- iv. consider any motions or any other business, details for which must have been given in writing to the Secretary not less than 7 days before the Annual General Meeting.

6.5 The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Association.

6.6 Members may vote in General Meetings by proxy. The member must nominate his or her proxy in writing to the Secretary before the start of the meeting. The proxy must satisfy the Secretary as to his or her identity before the start of the meeting. An individual may act as proxy for up to two members. It is not necessary for the proxy to be a member.

6.7 All voting on motions shall be by simple majority of the votes cast, including abstentions. In the event of equality of votes, the presiding Executive Committee member shall have a second or casting vote.

6.8 The President shall preside over all general meetings when present. If at any general meeting the President is absent, a member of the Executive Committee shall open the meeting, and the first business of the meeting shall be to appoint a member of the Executive Committee to chair the meeting.

6.9 An Extraordinary General Meeting of the Association shall be called:

- i. by a decision of the Executive Committee;
- ii. by written requisition of at least 10 full members, stating the business to be considered, and delivered to the Secretary.

6.10 The Executive Committee shall call an Extraordinary General Meeting within 31 days of receiving any written requisition received in accordance with 6.8.ii.

6.11 The Executive Committee shall inform members of any Extraordinary General Meeting with not less than 14 days' notice.

7 Executive Committee and Elections

7.1 The Executive Committee shall comprise at least President, Treasurer and Secretary.

7.2 The Executive Committee may also comprise the following:

- a) Vice-President
- b) Events Coordinator
- c) Fundraising Coordinator
- d) Information Technology (IT) Coordinator.

7.3 The members of the Executive Committee shall be members of the Association and shall be subject to the ordinary conditions of membership of the Association.

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

7.5 No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Association.

7.6 All members of the Association over the age of 18 shall be eligible for election to any Executive Committee position except where their election would contravene one or more of the following conditions:

- i. No Executive Committee position shall be held jointly by more than one individual. No individual shall jointly hold more than one Executive Committee position.
- ii. No member shall hold the office of President for more than three terms consecutively.

7.7 All Executive Committee positions shall be offered for election by the members of the Association at the Association's Annual General Meeting.

7.8 The President, Treasurer and Secretary shall each serve a term of office of up to one year; where for this purpose a year shall be understood as running from the time of their election up till the next successful election in that office.

7.9 Members of the Executive Committee other than the President, Treasurer and Secretary shall serve a term of office of one year; where for this purpose, a year shall be understood as running from the time of their election up till the conclusion of the next following Annual General Meeting.

7.10 In any election to the Executive Committee at the Association's Annual General Meeting:

- i. Each full member of the Association shall have a right to make nominations in person or by proxy at the Annual General Meeting, or by writing to the Secretary of the Association not less than 24 hours before the Annual General Meeting.
- ii. The Association may establish a provision for any full member to vote by post or electronic means in advance of the Annual General Meeting.
- iii. If exactly one nomination is received for an Executive Committee position, the nominee shall be deemed at the Annual General Meeting to be elected.
- iv. In the event of two or more members being nominated for an Executive Committee position, election shall be by ballot. The candidate with the highest number of votes shall be deemed elected. In the event of equality of votes, the names of the tied candidates shall be placed in a container and withdrawn by a member selected by the presiding Executive Committee member from among those not standing for election. The candidate whose name is drawn out first shall be deemed elected.

- v. In the event that no successful election occurs at the Annual General meeting for any one or more of the offices of President, Treasurer or Secretary, the current term of office for each such position shall be extended by up to 2 months, and the Executive Committee shall call an Extraordinary Election within that time to elect those positions not newly elected at the Association's Annual General Meeting.

7.11 In any Extraordinary Election to the Executive Committee:

- i. An Extraordinary Election may be advertised and conducted entirely by post or electronic means.
- ii. The date of the election, the time of voting, and the nominees for each post shall be communicated to the members not less than 5 days before the election.
- iii. Each full member of the Association shall have a right to make nominations in writing to the Secretary of the Association not less than 7 days before the Election.
- iv. If exactly one nomination is received for an Executive Committee position, the nominee shall be deemed be elected.
- v. In the event of two or more members being nominated for an Executive Committee position, election shall be by ballot. The candidate with the highest number of votes shall be deemed elected. In the event of equality of votes, the names of the tied candidates shall be placed in a container and withdrawn by a non-member of the Association selected by the presiding Executive Committee member. The candidate whose name is drawn out first shall be deemed elected.
- vi. In the event that one or more of the offices of President, Treasurer or Secretary of the Association remain vacant following an Extraordinary Election, the Executive Committee shall resolve that the Association is to be dissolved in accordance with Clause 18.

8 Executive Committee Responsibilities

8.1 The President shall be responsible for the day to day running of the Association. He or she shall have the right to preside at all meetings of the members of the Association and at all meetings of the Executive Committee. Should the President be absent, or decline to take the chair, the Executive Committee shall elect another member of the Executive Committee to chair the meeting.

8.2 The Vice-President shall assist the President with the day to day running of the Association.

8.3 The Secretary shall:

- i. maintain a register of the members of the Association;
- ii. respond to requests for membership of the Association;
- iii. give notice to the members of meetings of the members;
- iv. give notice to the Executive Committee of meetings of the Executive Committee;
- v. draw up the agenda for and minutes of meetings of the members and meetings of the Executive Committee and ensure that they are available for inspection by any member of the Association.

8.4 The Treasurer shall:

- i. keep proper records of the Association's financial transactions in accordance with current accepted accounting rules and practices;
- ii. ensure that bills are paid and income is banked;
- iii. prepare an annual budget for the Association and regularly inform the Executive Committee of progress against that budget;
- iv. ensure that all statutory returns are made including VAT, income tax and corporation tax if appropriate;
- v. seek advice as necessary on tax matters;
- vi. develop and maintain a manual of written procedures for all aspects of the Treasurer's responsibility.

8.5 The Events Coordinator shall:

- i. maintain good communications between the Executive Committee and Events Team, as directed by the Executive Committee.

8.6 The Fundraising Coordinator shall:

- i. seek to raise funds for the Association, as directed by the Executive Committee.

8.7 The IT Coordinator shall:

- i. maintain a suitable Association web-page displaying (at a minimum) current Association contacts and the constitution, and displaying other such information as he or she may be directed by the Executive Committee.

8.8 All members of the Executive Committee should be willing to participate in the general administration of the Association, as directed by the Executive Committee.

8.9 Each Executive Committee member must, on relinquishing his or her appointment, promptly hand to his or her successor in office (or to another member of the Association nominated by the Executive Committee) all official documents and records belonging to the Association, together with (on request from the Executive Committee) any other property of the Club which may be in his or her possession; and must complete any requirements to transfer authority relating to control of the Association's bank accounts, building society accounts, or other financial affairs.

8.10 The Executive Committee shall produce and maintain a handbook for the organisation of the Annual Conference.

8.11 The Executive Committee shall offer all assistance within its power to the organising team appointed for the organisation of any event held in the Association's name.

8.12 The Executive Committee shall appoint an Honorary Secretary of the Association (who may or may not be a member of the Association) to advise the Executive Committee on matters relating to the profession of philosophy. The term of office of the Honorary Secretary shall be until the following Annual General Meeting. All appointments to the position of Honorary Secretary shall be reported to the next meeting of the Association. No individual shall jointly hold the office of Honorary Secretary and the office of President, Secretary or Treasurer.

9 Executive Committee members not to be personally interested

9.1 No member of the Executive Committee shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

10 Termination of the membership of the Executive Committee

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

- i. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- ii. is absent without the permission of the Executive Committee from three successive meetings of the Executive Committee and the Executive Committee resolves that his or her office be vacated; or

iii. notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

10.2 Where an Executive Committee post becomes vacant for any reason before the Annual General Meeting, the Executive Committee may at its discretion either

- a) leave the post vacant until the next Annual General Meeting; or
- b) fill the vacant post by co-optation.

10.3 All retirements from the Executive Committee and all appointments by co-optation to the Executive Committee shall be reported to the next meeting of the Association.

11 Meetings and Procedures of the Executive Committee

11.1 The Executive Committee shall hold at least six ordinary meetings each year, which may be conducted entirely by electronic means. A special meeting may be called at any time by the President or by any three members of the Executive Committee upon not less than 3 days' notice being given to the other members of the Executive Committee of the matters to be discussed.

11.2 The President shall preside over meetings of the Executive Committee. If the President is absent from any meeting, the members of the Executive Committee present shall choose one of their number to preside over the meeting before any other business is transacted.

11.3 There shall be a quorum of the Executive Committee when at least one third of the number of members of the Executive Committee or three members of the Executive Committee, whichever is the greater, are present at a meeting. When any financial business is to be transacted, there must be present either the Treasurer or a member of the Committee deputed by the Treasurer to represent his or her views to the meeting.

11.4 Every matter which requires to be determined by a vote shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question. In the event of equality of votes the presiding Executive Committee member shall have a second or casting vote.

11.5 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.

11.6 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

11.7 The Executive Committee may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that at least one third of the members of any such sub-committee shall be members of the Executive Committee and all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

12 Receipts and expenditure

12.1 The funds of the Association, including all membership fees, donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Association at such bank as the Executive Committee shall from time to time decide. All cheques drawn on any such account must be signed by at least two members of the Executive Committee.

12.2 The funds belong in Association.

13 Property

13.1 The Executive Committee shall cause the title to all investments held by or on behalf of the Association to be vested in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided that they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

14 Notices

14.1 Any notice required to be served on any member of the Association shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post or by electronic communication in such a manner and satisfying such conditions as shall have been approved for this purpose at an Annual General Meeting of the Association.

15 Annual Conference

15.1 There shall be an annual conference of the Association which shall be held jointly with the Annual General Meeting of the Association.

15.2 The Executive Committee shall have to the power to appoint a team of not less than three full members of the Association to organise the Annual Conference on behalf of the Association in the year immediately following the Executive Committee's term of office.

15.3 The Annual Conference shall be open, upon payment of a registration fee if applicable, to the following persons:

- a) members of the Association;
- b) any person eligible to become a member of the Association;
- c) guests of the Executive Committee;
- d) guests of the organising team.

15.4 The Executive Committee shall honour the appointment by the Executive Committee of the previous year of a team to organise the Annual Conference in the current Executive Committee's term of office.

15.5 The appointment of a team to organise an Annual Conference in the following year shall be by majority vote of the Executive Committee, following an open competition, applications for which must be received by 20th April of the current year. In the event of equality of votes, the presiding Executive Committee member shall have a second or casting vote.

15.6 The open competition for a team to organise the Annual Conference in the following year shall be advertised nationally not later than 20th March in the current year.

15.7 Applications to host the Annual Conference of the Association must be accompanied by:

- i. A proposed schedule for the conference;
- ii. Written acknowledgement from the Head of Department (or similar) in the organising institution of the Department's full financial responsibility for the conference;
- iii. Written acknowledgement from the organising team of its responsibilities in organising the Annual Conference, including

- (a) the responsibility to promptly inform the Executive Committee of progress in the organising of the Annual Conference;
- (b) the responsibility to consult the Executive Committee of significant changes to the proposed schedule;
- (c) the responsibility to reserve a time in the schedule of the Annual Conference for the Association's Annual General meeting;
- (d) the responsibility to uphold the good name and reputation of the Association.

15.8 The Executive Committee may by unanimous vote and for good reason withdraw the Association's endorsement of an organising team for the Association's Annual Conference, provided that the organising team shall have the right to be heard by the Executive Committee, accompanied by an adviser if desired, before a final decision is made.

16 Other Events

16.1 The Executive Committee shall organise such events (hereafter referred to as 'Internal Events') as it may deem appropriate for the fulfilment of the objects. Internal Events shall involve the active participation of at least two members of the Executive Committee.

16.2 The Executive Committee shall have the power to appoint teams of not less than three full members of the Association to organise on the Association's behalf such events (hereafter referred to as 'External Events') as the Executive Committee may deem appropriate for the fulfilment of the objects.

16.3 The appointment of an organising team for each External Event shall be by majority vote of the Executive Committee, following an open competition which shall be advertised nationally. In the event of equality of votes, the presiding Executive Committee member shall have a second or casting vote.

16.4 Participation in both Internal and External events shall be open, upon payment of a registration fee if applicable, to the following persons:

- a) members of the Association;
- b) any person eligible to become a member of the Association;
- c) guests of the Executive Committee;
- d) guests of the organising team.

16.5 Applications to host an External Event must be accompanied by:

- i. Written acknowledgement from the Head of Department (or similar) in the organising institution of the Department's full financial responsibility for conference;
- ii. A proposed schedule for the event;
- iii. Written acknowledgement from the organising team of its responsibilities in organising the event, including
 - (a) the responsibility to promptly inform the Executive Committee of progress in the organising of the event;
 - (b) the responsibility to consult the Executive Committee of significant changes to the proposed scheduled for the event;
 - (c) the responsibility to uphold the good name and reputation of the Association.

16.6 The Executive Committee may by unanimous vote and for good reason withdraw the Association's endorsement of an organising team for an External Event, provided that the organising team shall have the right to be heard by the Executive Committee, accompanied by an adviser if desired, before a final decision is made.

17 Alterations to the Constitution

17.1 The Constitution may be altered by a resolution passed at a General Meeting under the following conditions:

- i. proposals for alterations to the Constitution must be received in writing by the Secretary not less than 7 days prior to the General Meeting;
- ii. The Secretary shall notify all members of proposed changes to the Constitution not less than 5 days before the General Meeting
- iii. The notice of the General Meeting shall include notice of the resolution, setting out the terms of the resolution proposed;
- iv. Full members may cast their vote on the resolution either in person at the meeting, or in advance of the meeting under a procedure which shall at an Annual General Meeting have been approved for the purpose of voting on such resolutions;
- v. The resolution shall be approved by not less than two-thirds of the total made up of those present and voting at the meeting together with those who have cast their votes in advance.

18 Dissolution

18.1 If the Executive Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied for some charitable purpose.