



Cambridge Society for the  
Application of Research

## CONSTITUTION

### Constitution

Adopted 17 November 2008 [amended on 9 May 2011, 12 November 2012, 18 November 2013, 3 November 2014 and 26 January 2015]

#### 1 Adoption of the Constitution

The Charity will be administered in accordance with the provisions of this Constitution. The Constitution may be added to or amended only by resolution at an Annual General or Special General Meeting.

#### 2 The Name

The name of the Charity is the '**Cambridge Society for the Application of Research**' with the abbreviation of **CSAR**, by which it is called in this document. It is a Registered Charity No: 1142337 (see Section 17 of this Constitution).

#### 3 The Objectives

The primary objective of CSAR is to encourage an appreciation of the Application of Research. This may be carried out in the following ways:

- a) Through the organisation of lectures and visits
- b) Through the awarding of grants to PhD students who can demonstrate research with real world application, to assist students to pursue their research or careers. The amount and number of awards, and criteria for application and method of selection, shall be determined by Council.
- c) Any other activities approved by Council which are in support of the primary objective of CSAR

#### 4 Application of the Income and Property

- a) The income and property of **CSAR** shall be applied solely towards promoting the Objectives.
- b) A member of Council may be reimbursed for reasonable expenses properly incurred by him or her when acting on behalf of CSAR
- c) None of the income or property of **CSAR** may be paid directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of **CSAR**.

#### 5 Membership

There shall be the following categories of members:

- a) Individual subscribers, who pay an annual subscription and who have one vote at the Annual General Meetings (AGMs) and Special General Meetings (SGMs)

- b) Family subscribers, who pay an annual subscription and who have two votes at the AGMs and SGMs
- c) Pay-As-You-Go members, who pay for each event they attend and who do not have a vote at AGMs and SGMs
- d) Undergraduate, post-graduate and recent PhD members who pay for each event they attend and who do not have a vote at AGMs and SGMs.
- e) Teacher and school student members for whom there is no charge but who do not have a vote at AGMs and SGMs
- f) Honorary, complimentary and donor members who are appointed at the discretion of Council and for whom there is no charge for events. Such members have a vote at AGMs and SGMs
- g) Business and institution members - being companies, institutions, university departments or colleges, whose staff (including directors or fellows) may attend at no further charge. Such members should appoint a single representative to cast a single vote at AGMs and SGMs. Council reserves the right to limit numbers attending lectures from an organisation or agree an increase in subscription if it believes that the numbers attending from that organisation is unreasonable.
- h) Any other categories of membership as Council may decide to introduce

## 6 Subscriptions and event charges

All members must pay the subscriptions or event charges (as applicable) that the Council decides from time to time. The Council may fix differing rates for subscriptions or event attendance for different categories of membership.

## 7 General Meetings

- a) An Annual General Meeting shall be held each year. Not more than fifteen months may elapse between successive Annual General Meetings.
- b) The President, or if unavailable, the Vice-President or other person agreed by the Council members, shall chair General Meetings. The Chairman shall have a casting vote.
- c) A Special General Meeting may be called at any time with the agreement of at least one third of Council members.
- d) Council members must call a Special General Meeting if requested to do so by at least 25% of the membership with voting rights or 40 voting members, whichever is lower. The request must state the nature of the business that is to be discussed.

Members without voting rights may attend AGMs and SGMs at the discretion of Council members but are not eligible to vote.

## 8 Notice of Meeting

- a) Fourteen days notice shall be given of any General Meeting of **CSAR**.
- b) The notice shall set out the date, time and place of any General Meeting and shall be sent to all voting members of CSAR by electronic communication.

## 9 Quorum

- a) A quorum at General Meetings shall be 25% of the membership with voting rights or 40 persons with voting rights, whichever is lower
- b) Should a General Meeting fail to reach a quorum, a further Meeting shall be announced by Council members and those members attending that Meeting who have voting rights shall constitute a quorum.

## 10 Council

- a) CSAR and its property shall be managed and administered by Council, comprising a maximum of 16 Council members. Members of Council will be members of CSAR.
- b) The Council shall allocate the following roles amongst its members:

President

Vice-President

Honorary Treasurer

Secretary to Council

- c) In proposing Council members, Council shall seek to achieve a balance between members of the University of Cambridge and those drawn from other backgrounds
- d) Members of Council shall be appointed by a General or Special Meeting of **CSAR**.
- e) The Council may co-opt any person as a Council member for a period of up to 6 months. A member so co-opted has the right to vote at Council meetings but is not full Council member until appointed by a Special or General Meeting of CSAR.
- f) All Council members, duly appointed by a General Meeting of CSAR, are the Trustees of CSAR.

## 12 Term of Office

The President shall initially be appointed for not more than 4 years and other members of Council for not more than 3 years. At the end of a first term of appointment, an individual may seek re-election for up to a further two 2 years. Reappointment for subsequent terms is also permitted, but again for a maximum of 2 years. The agreed term of all appointments should be recorded in the council minutes at the time that the appointment is made.

## 13 Powers of Council

The Council shall manage the affairs of **CSAR** and have the following powers in order to further the Objectives to:

- a) raise funds by levying subscriptions or other means
- b) buy, take on lease or otherwise acquire any property and maintain and equip it for use
- c) enter into any partnership or joint venture arrangement with any other charity or association that has similar Objectives
- d) obtain and pay for such goods and services as are necessary for carrying out the work
- e) open and operate such bank, building society and other accounts as the Council consider necessary and to invest funds, and
- f) do all such other lawful things as are necessary for the achievement of the Objectives.

#### 14) **Proceedings of the Council**

- a) The Council shall meet not less than three times a year.
- b) Any member of Council may call a special Meeting of Council.
- c) The Secretary, or if unavailable any other member of Council, shall prepare an agenda for the Meeting and keep proper records of the proceedings. These should be published on the CSAR website.
- d) The President or, if they are absent, the Vice-President, shall chair Meetings of Council. In the absence of both the Meeting shall appoint a Chairman from amongst those present. The Chairman shall have a casting vote
- e) The quorum shall be one third of Council members and must include at least one of the four role-holders shown in 10b.

#### 15 **Minutes**

Council shall keep minutes of all appointments of members of Council, those who hold a specific role, and of proceedings at Meetings and shall publish these on the CSAR's website.

#### 16 **Annual Report and Accounts**

Council must keep accounting records for **CSAR**, prepare an annual statement of account and publish these on the CSAR's website and comply with any Charity Commission requirements.

#### 17 **Amendments**

The Charity may amend any provision contained in this Constitution provided that:

- a) No amendment may be made that would have the effect of making the Charity cease to be a Charity in law;
- b) No amendment may be made to alter the Objectives if the change would not be within the reasonable contemplation of the members of or donors to the Charity; No amendment may be made to clause 4 (Application of the Income and Property) without the prior written consent of the Charity Commission;
- c) Any resolution to amend a provision of this constitution is passed by not less than two thirds of the members (with voting rights) present and voting at a general meeting;
- d) A copy of any resolution amending this constitution shall be sent to the Charity Commission within twenty-one days of it being passed.

#### 18) **Dissolution or Merger**

- a) If at any Annual or Special General Meeting a resolution for the dissolution of **CSAR** or merger with another similar organisation is passed by a majority of two thirds of the members (with voting rights) present and voting thereon, the Council shall thereupon or as specified in the resolution proceed to realise the property of **CSAR**. After the discharge of all liabilities the Council shall apply any residual property or money directly for the Objectives or shall transfer residual monies to a charity or charities to be agreed by Council (or, if agreement is not met, by the Vice-Chancellor of the University of Cambridge) for the purpose of research and / or scientific education.
- b) The net assets of **CSAR** shall not be paid to or distributed among any Council members.