

IBBY UK (International Board on Books for Young People)

New Constitution

(as agreed at the AGM on 7 April 2011)

Part 1

1. ADOPTION OF THE CONSTITUTION

The organisation will be administered and managed in accordance with this constitution.

2. NAME

The organisation is known as IBBY UK

3. OBJECTS

The aims of IBBY UK are:

- a. For the public benefit, to advance education in the subject of children's literature, in particular but not exclusively amongst teachers, librarians, publishers, writers, illustrators, parents, further and higher education students and trainers, by:
 - i. promoting reading and books for children and young people;
 - ii. the organisation of conferences, workshops and the publication of journals;
 - iii. disseminating good practice and research findings;
 - iv. promoting good international relationships through children's books;
 - v. work with IBBY to promote literacy and access to children's books in all countries and to all children; and
 - iv. any other charitable activity deemed suitable by the trustees from time to time
- All the above in accordance with the Statutes of IBBY (International Board on Books for Young People).

4. APPLICATION OF INCOME

(1) The income of the Charity shall be applied only towards the promotion of its Objects.

(2) Committee Members may pay or be reimbursed for reasonable expenses properly incurred when acting on behalf of the Charity.

(3) None of the income of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent:

(a) A member from receiving reasonable and proper remuneration for any goods or services supplied to the Charity.

(4) No member may be paid or receive any other benefit for being a Committee member.

(5) A Committee Member may

- (a) sell goods or services to the Charity;
- (b) be employed by or receive any remuneration from the Charity;
- (c) receive any other financial benefit from the Charity;

if

- (d) he or she is not prevented from doing so by sub-clause (4) of this clause; and
- (e) the benefit is permitted by sub-clause (3) of this clause; or
- (f) the benefit is authorised in accordance with sub-clause (6).

(6) (a) If it is proposed that a Committee Member should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this clause, he or she must:

- (i) Declare his or her interest in the proposal;
- (ii) Be absent from that part of the meeting at which the proposal is discussed and take no part in any discussion of it;
- (iii) Not be counted in determining whether the meeting is quorate;
- (iv) Not vote on the proposal.

(b) In cases covered by sub-clause (5) of this clause, those Committee Members who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Committee Member rather than with someone who is not a Committee Member and they must record the reason for their decision in the minutes. In reaching the decision the Committee Members must balance the advantage of contracting with or employing a Committee Member against the disadvantage of doing so (especially the loss of the Committee Member's services as a result of dealing with the Member's conflict of interest).

(c) The Committee Members may only authorise a transaction falling within paragraphs 5 a-c of this clause if the Committee comprises a majority of Members who have received any such benefit.

(d) If the Committee Members fail to follow this procedure, the resolution to confer a benefit upon the Committee Member will be void and the Member must repay to the Charity the value of any benefits received from the Charity.

(e) A Committee Member must absent him/herself from any discussion of the Committee in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

5. DISSOLUTION

- a. If the members resolve to dissolve the Charity, the Committee Members will be responsible for winding up its affairs.
- b. The Committee Members must collect in all the assets of the Charity and must pay or make provision for any liabilities.
- c. The Committee Members must apply any remaining money:

- d. directly to the Charity's Objects
- e. by transfer to a Charity with the same or similar purposes
- f. Members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which this is to be done.
- g. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).
- h. The Commission must be notified that the Charity has been dissolved.

6. AMENDMENTS

- (1) The Charity may amend any provision contained in this section provided that:
 - (a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law
 - (b) no amendment may be made to alter the Objects if the change would not be within reasonable contemplation of members or donors to the Charity
 - (c) no amendment may be made to clause 4 without the prior written consent of the Commission
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

Part 2

7. MEMBERSHIP

- (1) Individual membership shall be open to any person supporting the aims of IBBY UK on application and payment of the subscription. This category of membership carries full voting rights.
- (2) Corporate membership shall be open to institutions and organisations in sympathy with the aims of IBBY UK, on application and payment of the appropriate subscription. Each corporate member shall be entitled to one vote to be exercised by its nominated representative.
- (3) The Committee must keep a register of names and addresses of the members, which must be made available to any member upon request.
- (4) The annual subscription for individual and corporate membership shall be determined by the Annual General Meeting for members. The subscription shall cover a full year of membership.

8. TERMINATION OF MEMBERSHIP

Membership is will lapse of is terminated if:

- a. The Member dies or, if it is an organisation, ceases to exist;
- b. Any sum due from the Member to the Charity is not paid in full within six months of falling due.

9. GENERAL MEETING

- (1) An annual general meeting must be held each year and not more than fifteen months may elapse between successive annual general meetings.
- (2) All general meetings other than annual general meetings shall be called special general meetings.
- (3) The Committee Members may call a special general meeting at any time.
- (4) The Committee Members must call a special general meeting if requested to do so in writing by at least ten members. The request must state the nature of the business that is to be discussed. Such meetings must be called within one month of the request.

10. NOTICE

- (1) The minimum period of notice required to hold any general meeting is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted.

11. QUORUM

No business shall be transacted at any general meeting unless a quorum is present. A quorum is 15 members or one tenth of the total membership at the time.

12. OFFICERS AND COMMITTEE

- (1) The Annual General Meeting shall elect a committee of at least ten members for one year.
- (2) Nominations should be made in writing or by email and must reach the Secretary by the date stated on the letter of notification of the Annual General Meeting. Where the nominations exceed the number of seats to be filled, ballot papers shall be issued to all members and an election will be held. There is an option for members to volunteer at the Annual General Meeting to serve on the Committee.
- (3) The Committee shall take office from the date of the Annual General Meeting.
- (4) Additional members may be co-opted at the discretion of the elected committee.
- (5) Officers will be elected from the Committee and must include Chair, Vice-chair, Secretary and Treasurer.
- (6) The Committee at their discretion can invite a patron or president to further the aims of IBBY UK.
- (7) Power to convene a meeting of the section shall be vested in the Chair or the Secretary. Three members of the committee may also call a meeting by means of a written notice served on the Chair not less than 14 days before the date of such meeting, and stating the purpose of the meeting. The quorum of the meeting shall be five.

(8) A Committee Member shall cease to hold office if they cease to be a member of the Charity, resign or are absent without permission from all meetings held within a period of six consecutive months.

13. POWERS OF THE COMMITTEE

The committee shall be empowered to take such action within the terms of the constitution as it regards as conducive to the aims of IBBY UK.

The Charity's bank account must be held in the name of IBBY UK and must require two authorised signatories for each transaction. The signatories must be the Treasurer and any or two other authorised names.

14. MEETINGS AND MINUTES

Minutes must be kept for all meetings including names of those present, and all decisions made with appropriate explanations.

15. ANNUAL REPORT AND ACCOUNTS

The Committee must comply with all obligations under the Charities Act 1993 with regard to:

- (a) the keeping of accounting records
- (b) the preparation of annual statements of accounts. The financial year shall be from 1st April to 31st March.
- (c) the preparation of an Annual Report and financial return and its transmission to the Commission

16. HANS ANDERSEN JURY

(1) The Annual General Meeting shall be entitled to nominate a member to serve on the international Hans Andersen Jury, such nominations to be effective for two years.

(2) The membership shall be invited to submit nominations for British writers and illustrators for submission for the Hans Andersen Awards. Nominations must be submitted in writing to the Secretary of the British Section in the year preceding the meeting of the Jury. Selection from the nominations shall be made by a sub-committee of seven people, consisting of the Chair, three members of the general committee of the section and three other members. Members interested in serving in this sub-committee should notify the Secretary by or at the Annual General Meeting.