

The Jane Austen Society (the “Society”)

The Proposed Conversion to a Charitable Incorporated Organisation (“CIO”)

This document is intended to be read with the draft Constitution which the Society intends to adopt if the Members and the Charity Commission consent to the conversion of the Society to a CIO.

The existing constitution was adopted on 16th July 1994 and amended on 26th April 2003. It pre-dates the Charities Act 2011 and the widespread use of electronic media. It is silent on many aspects of how the Society’s affairs should be conducted. Charity governance has moved on very significantly in the last 25 years and the Society’s trustees wish to adopt a constitution which reflects current best practice.

The proposed constitution compared to the existing constitution

Subject Matter	Comment
Name and objects of Society	Unchanged
Governing body/trustees	There is no reference to honorary officers, and the term “Executive Committee” is not used. Instead, the new phrase is “Charity Trustee”. The arrangements for the election and retirement/removal, number, functions, periodic rotation, induction and duties have all been updated and set out in more detail than in the current version. The basis upon which trustees take decisions (clause 17) and may delegate to committees (clause 18) is set out. Clause 19 provides for proceedings at meetings, and Clause 20 is a catch all to preserve the validity of decisions where there has been an error in permitting a disqualified trustee to vote.
Amending the Constitution/Dissolution	The process would follow the Charities Act 2011 (clause 28) and Dissolution Regulations (clause 29) respectively.
Powers	Clause 4 is one of the few provisions which is shorter than the current document, but it gives adequate coverage. Clause 21 provides for how documents may be executed, which is not currently addressed.
Member liability	Clause 8 of the proposed constitution provides that the members have no liability for debts and liabilities of the Society if it is wound up. The current version is silent on this point.
Membership	Provisions in the proposed constitution are clearer and more detailed, and therefore much longer. See clause 9. In particular, members whose subscriptions are overdue for 6 months may have their membership terminated. The current constitution does not make this explicit, although in practice members who persistently under pay or do not pay their subscription are expelled from membership.
Meetings of members and decision-making	This aspect has been completely updated to cater for various types of meetings and contingencies, including how voting may take place. The provisions are much longer and more detailed. See clauses 10 and, particularly, 11. These provisions ensure that decision-making is never left in limbo. The date of the AGM would not be limited to July.
Use of Society property, conflicts of interest, and trustee remuneration	Clauses 5, 6 and 7 address these matters with more clarity than in the current constitution. It will therefore be possible to act with more confidence when applying Society assets and making payments to

	trustees for services rendered. The present constitution does not address conflicts of interest, a serious omission.
Record keeping	Clauses 23 to 25 set out what documents the Society is required to keep. These requirements are more detailed than in the current constitution.
Charity Commission role	Where the Charity Commission's consent must be sought prior to any step, this is made explicit.
Electronic communication	The proposed constitution permits electronic communication (in clauses 11, 17, 19(4) and 22), including for trustee meetings. The current constitution is silent on this point.
Miscellaneous	The proposed constitution refers to the Charities Act 2011, which post-dates the current constitution. Disputes are not dealt with in the current constitution – see proposed clause 27.