



National Student Television Association
CIO Constitution
Version 1.0

Contents

Clause 1	Name	Page 2
Clause 2	National location of principal office	Page 2
Clause 3	Object[s]	Page 2
Clause 4	Powers	Page 3
Clause 5	Application of income property	Page 3
Clause 6	Benefits and payments to charity trustees or connected persons	Page 4
Clause 7	Conflicts of interest and conflicts of loyalty	Page 5
Clause 8	Liability of affiliates to contribute to the assets if it is wound up	Page 6
Clause 9	NaSTA affiliation	Page 6
Clause 10	Affiliates' decisions	Page 8
Clause 11	General Meetings of affiliates	Page 9
Clause 12	Charity Trustees	Page 12
Clause 13	Appointment of charity trustees	Page 13
Clause 14	Information for new charity trustees	Page 14
Clause 15	Retirement, removal and reappointment of charity trustees	Page 14
Clause 16	Taking of decisions by charity trustees	Page 15
Clause 17	Delegation by charity trustees	Page 15
Clause 18	Meeting and proceedings of charity trustees	Page 16
Clause 19	Executive officership	Page 16
Clause 20	Non-executive officership	Page 19
Clause 21	Elections	Page 20
Clause 22	Saving provisions (if necessary)	Page 22
Clause 23	Execution of documents	Page 22
Clause 24	Use of electronic communications	Page 22
Clause 25	Keeping of Registers	Page 22
Clause 26	Minutes	Page 22
Clause 27	Accounting records, accounts, annual reports and returns, register maintenance	Page 23
Clause 28	Rules	Page 23
Clause 29	Disputes	Page 23
Clause 30	Amendment of constitution and its bye-laws	Page 23
Clause 31	Voluntary winding up or dissolution	Page 24
Clause 32	Interpretation	Page 25
	Appendix	Page 26
Total Page Count		27

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Clause 1 Name

1. Name and Identities
 - 1.1. The name of the Charitable Incorporated Organisation (“the CIO”) is “The National Student Television Association”.
 - 1.2. The acronym “NaSTA” may be used to identify the CIO. It should be noted that this acronym is case sensitive.

Clause 2 National location of principal office

1. Location of principal office
 - 1.1. The location of the principal office is in England.

Clause 3 Object[s]

The objects of the CIO are:

To advance education for the public benefit among students studying at universities in Scotland, England, Wales, Northern Ireland and Eire, as well as the British Overseas Territories, Crown Dependencies, Isle of Man, and the Channel Islands in particular by supporting students who are involved in the operation of student television stations by offering vocational and practical training and skills development support in the arts and media and supporting student television stations.

Clause 4 Powers

1. The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the CIO’s powers include power to:
 - 1.1. Receive contribution through annual affiliation fees;
 - 1.2. Elect and appoint unpaid officers;
 - 1.3. Work in partnership with other organisations;
 - 1.4. Employ or remunerate a charity trustee only to the extent that it is permitted to so by clause 6 and provided it complies with the conditions of those sections.
 - 1.5. Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 1.6. 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;
 - 1.7. Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
 - 1.8. Carry out anything else within the relevant laws of the United Kingdom and/or the Republic of Ireland necessary to undertake NaSTA’s aims and objective;

2. Neither NaSTA Officers nor General Meetings (including the Annual General Meeting) nor the Trustees hold the power to affiliate the National Student Television Association as an affiliate of any other external organisation (such as the National Union of Students) without previously holding a referendum of all affiliates, a majority of which must vote in favour of affiliation.
 - 2.1. The trustees reserve the right to disaffiliate from any organisation.

Clause 5 Application of income and property

1. The income and property of the CIO must be applied solely towards the promotion of the objects.
 - 1.1. A charity trustee or officer 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.
 - 1.1.1. How trustees and officers can be paid expenses is outlined in the “NaSTA Expenses Policy” documentation.
 - 1.2. 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 affiliate of the CIO. This does not prevent an affiliate who is not also a charity trustee or officer receiving.
 - 2.1. A benefit from the CIO as a beneficiary of the CIO.
 - 2.2. Reasonable and proper remuneration for any goods or services supplied to the CIO.
3. Nothing in this section shall prevent a charity trustee, officer or connected person receiving any benefit or payment which is authorised by Section 6.

Clause 6 Benefits and payments to charity trustees and connected persons

1. General provisions - no charity trustee, officer or connected person may:
 - 1.1. Buy or receive any goods or services from the CIO on terms preferential to those applicable to affiliates of the public;
 - 1.2. Sell goods, services or any interest in land to the CIO;
 - 1.3. Be employed by, or receive any remuneration from, the CIO;
 - 1.4. Receive any other financial benefit from the CIO;
 unless the payment or benefit is permitted by sub-section 2 of this section, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this section, a “financial benefit” means a benefit, direct or indirect, which is either money or has monetary value.
2. Scope and powers permitting trustees’, officers’ or connected persons’ benefits
 - 2.1. A charity trustee, officer or connected person may receive a benefit from the CIO as a beneficiary provided that it is available to the beneficiaries of the CIO.

- 2.2. A charity trustee, officer 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 service, to the CIO where that is permitted with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011
- 2.3. Subject to sub-clause (3) of this clause a charity trustee, officer 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, officer or connected person.
- 2.4. A charity trustee, officer or connected person may receive rent for premises let by the trustee, officer 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 proposal or the rent or other terms of the lease are under discussion.
- 2.5. A charity trustee, officer 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 and officers may only rely upon the authority provided by sub-clause (2.3) of this clause if each of the following conditions is satisfied
 - 3.1. 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, officer or connected person supplying the goods (“the supplier”).
 - 3.2. The amount of 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.
 - 3.3. The other charity trustees are satisfied that it is in the best interest of the CIO to contract with the supplier rather than someone who is not a charity trustee, officer or connected person. In reaching that decision the charity trustee must balance the advantage of contracting with a charity trustee or connected person against the disadvantage of doing so.
 - 3.4. 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.
 - 3.5. The supplier does not vote on an such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
 - 3.6. The reason for their decision is recorded by the charity trustees in the minutes.
 - 3.7. 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:
 - 4.1. “The CIO” includes any company in which the CIO:
 - 4.1.1. Holds more than 50% of the shares or
 - 4.1.2. Controls more than 50% of the voting rights attached to the shares; or
 - 4.1.3. Has the right to appoint one or more directors to the board of the company;
 - 4.2. “Connected person” includes any person within the definition set out in clause [30] (Interpretation);
5. This clause is in conjunction with the accompanying document “NaSTA Expenses Policy”, which details what expenses can or cannot be claimed and by whom.

Clause 7 Conflicts of interest and conflicts of loyalty

1. A charity trustee or officer must:
 - 1.1. declare the nature and extent of any interest, direct or indirect, which they has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
 - 1.2. absent himself or herself from any discussions of the charity trustees or officers in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).
2. Conflicts of interest and conflicts of loyalty include but are not limited to:
 - 2.1. Association to a particular station by affiliation, either past or present.
 - 2.2. The receiving of money or other items of value of favours with the intent of pushing a decision a certain way.
 - 2.3. Association to another body that NaSTA may engage with.
 - 2.4. Any other association or interests that may influence an action.
3. Any charity trustee or officer absenting himself or herself from any discussions in 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.

Clause 8 Liability of affiliates to contribute to assets if it is wound up

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

Clause 9 NaSTA affiliation

1. Definition of an affiliate
 - 1.1. an affiliate of NaSTA is defined as a group of students from the same university that have an interest in television and video making, and furthering the aims of the CIO. They can be a club, society, section or independent group not part of a students' union or university department.
 - 1.2. an affiliate will be seen by NaSTA as a Student Television Station.
2. Admission of new affiliates
 - 2.1. The only kind of eligible affiliate is a Student Television Station.
 - 2.2. A station wishing to become an affiliate must pay the affiliation fee subject to sub-clause 8.2.
 - 2.3. A newly affiliated station gives the Association non-exclusive rights to use the station's logo on the Association's website.
 - 2.4. The NaSTA executive or charity trustees may refuse an application for affiliateship if it is in the best interests of the CIO. The station will have their affiliation fee be reimbursed within 21 days.
 - 2.5. The trustees, a committee of trustees or the executive, if they decide to refuse an application for affiliateship, 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.

- 2.6. The trustees or a committee of trustees shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for affiliateship shall be final.
3. Continuity of affiliateship
 - 3.1. A station's affiliateship shall last for twelve months from the date set by the Executive Officers and end with the current period of affiliation.
 - 3.2. If an affiliate wishes to continue their affiliation to NaSTA, they will be expected to pay the affiliation fee by the beginning of the period of affiliation for the upcoming year.
4. Transfer of affiliateship
 - 4.1. Affiliateship of the CIO cannot be transferred to anyone else, except in the case of a station's name and/or identity change. This should still effectively be the same station.
5. Termination of affiliateship
 - 5.1. Affiliation will be terminated in the following situations:
 - 5.1.1. If the station does not pay the affiliation fee for the upcoming year and the period of affiliation for the previous year has ended.
 - 5.1.1.1. The period of affiliation will end precisely twelve months after the date set out by the trustees for that period.
 - 5.1.2. If the station ceases to exist.
 - 5.1.3. If the affiliate sends a notice of disassociation to the charity trustees.
 - 5.1.4. Any sum of money owed by the affiliate to the CIO is not paid in full within six months.
 - 5.1.5. The charity trustees decide that it is in the best interests of the CIO that the affiliate in question should be removed from affiliateship, and pass a resolution to that effect.
 - 5.2. Before the charity trustees take any decision to remove someone from affiliateship of the CIO they must:
 - 5.2.1. Inform the affiliate of the reasons why it is proposed to remove them from affiliateship;
 - 5.2.2. Give the affiliate at least 21 clear days notice in which to make representation to the charity trustees as to why they should not be removed from affiliateship;
 - 5.2.3. At a duly constituted meeting of the charity trustees, consider whether or not the affiliate should be removed from affiliateship;
 - 5.2.4. Consider at that meeting any representations which the affiliate makes as to why the affiliate should not be removed; and
 - 5.2.5. Allow the affiliate, or the affiliate's representative, to make those representations in person at the meeting, if the affiliate so chooses.
6. Duty and rights of affiliates and their members
 - 6.1. It is the duty of each affiliate of the CIO to exercise his or her powers as an affiliate of the CIO in the way they decides in good faith would be most likely to further the purposes of the CIO.

- 6.2. Any affiliate has the right to attend the annual Conference and Awards Weekend based on limitations of availability of tickets.
- 6.3. Any affiliate has the right to propose amendments to any of the association's governing documents.
- 6.4. Any affiliate has the right to attend any General Meeting of the association in a voting capacity.
- 6.5. Any member has the right to attend any General Meeting of the association in a non-voting capacity.
- 7. Obligation of affiliates
 - 7.1. By affiliating to the National Student Television Association, each station and its affiliates are obliged to act in accordance with the NaSTA rules and by-laws.
- 8. Affiliateship Fees
 - 8.1. The trustees shall decide on the value of the affiliation fees prior to the 31st October each year. The fee will be the same for all affiliate stations.
 - 8.2. The NaSTA executive will then set a date that all affiliation fees must be submitted by.

Clause 10 Affiliates' decisions

- 1. General provisions
 - 1.1. Except for those decisions that must be taken in a particular way as indicated in sub-clause 4 of this clause, decisions of the affiliates of the CIO may be taken either by vote at a general meeting as provided in 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
 - 2.1. Subject to sub-clause 4 of this clause, any decision of the affiliates 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 cast at the meeting (including votes cast by postal or email ballot, and proxy votes).
- 3. Taking ordinary decisions by written resolution without a general meeting
 - 3.1. Subject to sub-clause 4 of this clause, a resolution in writing agreed by a simple majority of all the affiliates who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
 - 3.1.1. a copy of the proposed resolution has been sent to all the affiliates eligible to vote; and
 - 3.1.2. a simple majority of affiliates 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 an affiliate's agreement must be authenticated by the signature of the Station Manager, Head of Station or a nominated person who may sign on behalf of the station or by a statement of their identity accompanying the document.
 - 3.2. The resolution in writing may comprise several copies to which one or more affiliates has signified their agreement.
 - 3.3. Eligibility to vote on the resolution is limited to affiliates who are affiliates of the CIO on the date when the proposal is first circulated in accordance with sub-clause 1.1.

- 3.4. Not less than 10% of the affiliates of the CIO may request the charity trustees to make a proposal for decision by the affiliates.
- 3.5. The charity trustees must within 21 days of receiving such a request comply with it if:
 - 3.5.1. The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - 3.5.2. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the affiliates; and
 - 3.5.3. Effect can lawfully be given to the proposal if it is so agreed.
4. Decisions that must be taken in a particular way.
 - 4.1. Any decision to remove a trustee must be taken in accordance with clause 15 sub-clause 2.
 - 4.2. Any decision to amend this constitution must be taken in accordance with clause 30 of this constitution (Amendment of Constitution).
 - 4.3. Any decision to wind up or dissolve the CIO must be taken in accordance with clause 31 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.

Clause 11 General Meetings of affiliates

1. Types of general meeting
 - 1.1. The Annual General Meeting (AGM) will be held either:
 - 1.1.1. At the Annual Conference and Awards weekend; or
 - 1.1.2. At a time and place decided by the charity trustees.
 - 1.2. AGMs must be held at intervals of no more than 15 months.
 - 1.3. Other general meetings of the CIO may be held at any time.
 - 1.4. All general meetings must be held in accordance with clause 11.
2. Calling general meetings
 - 2.1. The charity trustees:
 - 2.1.1. Must call the annual general meeting of the affiliates of the CIO in accordance with sub-clause 1 of this clause, and identify it as such in the notice of the meeting; and
 - 2.1.2. May call any other general meeting of the affiliates at any time.
 - 2.2. The charity trustees must, within 21 days, call a general meeting of the affiliates of the CIO if:
 - 2.2.1. They receive a request to do so from at least 10% of the affiliates of the CIO or the Chair of the Executive Committee on their behalf; and
 - 2.2.2. The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the affiliate(s) making the request.
 - 2.2.3. They receive a request from the NaSTA Executive which has been passed at a meeting of the executive by a majority vote.
 - 2.3. If, at the time of any such request, there has not been any general meeting of the affiliates of the CIO for more than 12 months, then sub-clause 2.2.1 of this clause shall have effect as if 5% were substituted for 10%.
 - 2.4. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

- 2.5. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
 - 2.6. Any general meeting called by the charity trustees at the request of the affiliates of the CIO must be held within 28 days from the date on which it is called.
 - 2.7. If the charity trustees fail to comply with this obligation to call a general meeting at the request of its affiliates, then the affiliates who requested the meeting may themselves call a general meeting.
 - 2.8. A general meeting called in this way must be held not more than 3 months after the date when the affiliates first requested the meeting.
 - 2.9. The CIO must reimburse any reasonable expenses incurred by the affiliates 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
- 3.1. The charity trustees, or, as the case may be, the relevant affiliates of the CIO, must give at least 14 clear days notice of any general meeting to all of the affiliates, and to any charity trustee of the CIO who is not an affiliate.
 - 3.2. The exception to this would be Emergency General Meetings, which can be called by the trustees or executive committee with a 24 hour clear notice, and only to discuss topics of urgency.
 - 3.3. If it is agreed by not less than 90% of all affiliates of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 3.1 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.
 - 3.4. Any notice of any general meeting must:
 - 3.4.1. State the time and date of the meeting.
 - 3.4.2. Give the address at which the meeting is to take place. This can be the name of communication software, for example "Slack", but must also include any tags, passwords or other information that a user may need to access the call. A full set of instructions about the technicalities of joining should also accompany the announcement.
 - 3.4.3. Include the minutes of the previous General Meeting, so that it can be ratified at that meeting.
 - 3.4.4. 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.
 - 3.4.5. If a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration.
 - 3.4.6. Include, with the notice for the AGM, the annual statement of accounts, the trustees' annual report, the Executive Officers' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause [24] (Use of electronic communication), details of where the information may be found on the CIO's website, all minutes of all trustee and all executive officer meetings.
 - 3.5. 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.

- 3.6. The proceedings of a meeting shall not be invalidated because an affiliate who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.
4. Chairing of general meetings
 - 4.1. The trustees shall ask the Returning Officer to chair all general meetings first and foremost.
 - 4.2. If the Returning Officer is unable to attend or unwilling to act, the trustees will appoint a member of the CIO who is a trustee of the CIO to chair the general meeting.
 - 4.3. If the trustees fail to appoint a chair by the start time of the meeting specified in the notice of the meeting, the affiliates of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.
5. Quorum at general meetings
 - 5.1. No business may be transacted at any general meeting of the affiliates of the CIO unless a quorum is present when the meeting starts.
 - 5.2. Subject to the following provisions, the quorum for general meetings shall be the greater of 40% or three affiliates. 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.
 - 5.3. If the meeting has been called by or at the request of the affiliates and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
 - 5.4. 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 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 affiliates, the meeting must be adjourned.
 - 5.5. 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 affiliates, the meeting must be adjourned.
6. Voting at general meetings
 - 6.1. 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 proxy and postal votes). Every affiliate has one vote.
 - 6.2. A resolution put to the vote of a meeting shall be decided on a show of hands (or in the case of a meeting on Slack or other online medium, by announcing your vote), 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 affiliates present in person or by proxy at the meeting.
 - 6.3. A poll demanded on the election of a person to chair the meeting, to remove the chair and instate, temporarily or for the duration of 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.

- 6.4. A poll may be taken:
 - 6.4.1. At the meeting at which it was demanded; or
 - 6.4.2. At some other time and place specified by the chair; or
 - 6.4.3. Through the use of postal or electronic communications.
- 6.5. 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 casting vote.
- 6.6. 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. Adjourning of meetings
 - 7.1. 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.

Clause 12 Charity trustees

1. Functions and duties of charity trustees
 - 1.1. 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:
 - 1.1.1. to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way they decides in good faith would be most likely to further the purposes of the CIO; and
 - 1.1.2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - 1.1.2.1. any special knowledge or experience that they has or holds himself or herself out as having; and
 - 1.1.2.2. if they acts as a charity trustee of the CIO in the course of 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
 - 2.1. Every charity trustee must be a natural person.
 - 2.2. No one may be appointed as a charity trustee:
 - 2.2.1. If they are under the age of 18 years; or
 - 2.2.2. If they would automatically cease to hold office under the provisions of clause 15.1.6.
 - 2.3. 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, his or her acceptance of the office of charity trustee.
3. Number of charity trustees
 - 3.1. There must be at least two non-member charity trustees. 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.

- 3.2. There must be at least one member charity trustees. 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.
- 3.3. There is no maximum number of charity trustees that may be appointed to the CIO.
4. First charity trustees
 1. Ryan Andrews
 2. Christopher Osborn
 3. Haaris Qureshi
 4. Benjamin Kay
 5. Alex Smith
 6. Daniel Orton
 7. Jenni Herd
 8. Seb Cheer
 9. Natasha Siu

Clause 13 Appointment of charity trustees

1. Elected charity trustees
 - 1.1. On 1st July in the year that the CIO is founded, all the elected charity trustees shall retire from office.
 - 1.2. On every subsequent 1st July of the affiliates of the CIO,
 - 1.2.1. one-third of the elected non-member 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.
 - 1.2.2. all the elected student charity trustees shall retire from office.
 - 1.3. 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.
 - 1.4. The vacancies so arising may be filled by the decision of the affiliates at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause 5 of this clause.
 - 1.5. The affiliates 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.
 - 1.6. A person so appointed by the affiliates 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 his appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.
2. Ex-officio charity trustees
 - 2.1. The NaSTA Executive Chair shall automatically, by virtue of holding that office be a charity trustee.

- 2.2. The NaSTA Executive Secretary shall automatically, by virtue of holding that office be a charity trustee.
- 2.3. The NaSTA Returning officer shall automatically, by virtue of holding that office be a charity trustee.
- 2.4. The STAN Chair shall automatically , by virtue of holding that office be a charity trustee.
- 2.5. If unwilling to act as a charity trustee, the office holder may:
 - 2.5.1. before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
 - 2.5.2. after accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement, removal and reappointment of charity trustees).
- 2.6. The office of ex-officio charity trustee that is not filled will then remain vacant until the office holder ceases to hold office.
- 3. Nominated Charity Trustees
 - 3.1. The NaSTA executive may appoint one trustee per year.
 - 3.2. Any appointment must be made at a meeting held according to the ordinary practice of the NaSTA Executive.
 - 3.3. Each non-member trustee appointment must be for a term of three years.
 - 3.4. Each member trustee appointment must be for a term of one year.
 - 3.5. The appointment will be effective from the later of:
 - 3.5.1. The date of the vacancy; or
 - 3.5.2. The date on which the CIO is informed of the appointment.
 - 3.6. The person appointed need not be an affiliate of the appointing body.
 - 3.7. A trustee appointed by the appointing body has the same duty under clause 12.1 as the other charity trustees to act in the way they decides in good faith would be most likely to further the purposes of the CIO.

Clause 14 Information for new charity trustees

- 1. The charity trustees will make available to each new charity trustee, on or before his or her first appointment:
 - 1.1. A copy of this constitution, any associated documents and any amendments made to them; and
 - 1.2. A copy of the CIO's latest trustees' annual report and statement of accounts.

Clause 15 Retirement, removal and reappointment of charity trustees

- 1. A charity trustee ceases to hold office if they:
 - 1.1. 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).
 - 1.2. Is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated.
 - 1.3. Dies.

- 1.4. 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.
- 1.5. Is removed by the affiliates of the CIO in accordance with sub-clause 2 of this clause.
- 1.6. 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 affiliates 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 affiliates of the CIO.
4. 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 three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years.

Clause 16 Taking of decisions by charity trustees

1. Any decision may be taken either:
 - 1.1. At a meeting of the charity trustees.
 - 1.2. 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:
 - 1.2.1. A copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees.
 - 1.2.2. 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 other place as the trustees may resolve within 28 days of the circulation date.

Clause 17 Delegation by charity trustees

1. The charity trustees may delegate any of their powers or functions to a committee, committees or agent, 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.

- 1.1. Authority can be made in writing or electronically and must be signed by at least a 50% majority.
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:
 - 2.1. A committee may consist of two or more persons, but at least one affiliate of each committee must be a charity trustee.
 - 2.2. An agent must be either a member of the CIO or appointed officer of the CIO.
 - 2.3. The acts and proceedings of any committee or agent must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable.
 - 2.4. The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
 - 2.5. The maximum amount of time between reviews is 6 months.

Clause 18 Meetings and proceedings of charity trustees

1. Calling meetings
 - 1.1. Any charity trustee may call a meeting of the charity trustees.
 - 1.2. The NaSTA executive may call a meeting of the charity trustees.
 - 1.3. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.
2. Chairing of meetings
 - 2.1. 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.
 - 2.2. The chair of any meeting of the trustees cannot be an ex-officio trustee. This includes the positions of NaSTA Chair, NaSTA Secretary, STAN Chair and Returning Officer.
3. Procedure at meetings
 - 3.1. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third 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.
 - 3.2. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
 - 3.3. In the case of an equality of votes, the chair shall have a second or casting vote.
4. Participation in meetings by electronic means
 - 4.1. 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.
 - 4.2. 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.

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

Clause 19 Executive officership

1. The executive committee will be made up of the following seven positions, elected with the following individual responsibilities as follows:
 - 1.1. Executive Chair
 - 1.1.1. To be the spokesperson for NaSTA, taking overall responsibility for all press and publications issued by NaSTA with the Communications Officer
 - 1.1.2. To support the other members of the Executive Committee
 - 1.1.3. To work with the Returning Officer in organising General Meetings
 - 1.1.4. To organise and chair Executive Meetings.
 - 1.1.5. To sit on the Trustee Board as an ex-officio member.
 - 1.1.6. To work alongside the other Officers to secure the viable long term future of NaSTA.
 - 1.1.7. To attend meetings with external organisations with the relevant officer to further the development of NaSTA and affiliated stations.
 - 1.2. Industry Liaison Officer
 - 1.2.1. To be responsible for communications between NaSTA and other organisations pertaining to the media industry.
 - 1.2.2. To work with the Marketing Officer to source sponsorship and advertising revenue for NaSTA events and assist the host station source revenue for the NaSTA Conference and Awards Weekend.
 - 1.2.3. To investigate new ways in which NaSTA and membership stations can raise revenue through advertising, sponsorship, and donations.
 - 1.2.4. To have oversight of NaSTA's Patron system.
 - 1.2.5. To work with STAN to ensure alumni remain engaged with NaSTA
 - 1.2.6. To secure and promote training opportunities from external companies to affiliated stations.
 - 1.3. Training Officer
 - 1.3.1. To be responsible for updating and implementing an Annual Development Plan for NaSTA
 - 1.3.2. To offer support and advice to new & existing stations to all aspects of broadcasting, production and training where requested.
 - 1.3.3. To produce and update training material and online resources of relevance to members.
 - 1.3.4. To act as a primary coordinator for the NaSTA Regional Development Officers.
 - 1.3.5. To implement solutions for national collaborative projects with the Technical Officer.
 - 1.3.6. To support affiliated stations with dealing with organisations, such as Students' Unions.
 - 1.4. Marketing Officer
 - 1.4.1. To be ultimately responsible for the direction of the NaSTA Brand.
 - 1.4.2. To create Marketing materials for NaSTA events, projects and elections.

- 1.4.3. To maintain marketing and style of the NaSTA website with the Technical Officer.
- 1.4.4. To support affiliated stations in marketing development.
- 1.4.5. To work with the Industry Liaison Officer to source sponsorship and advertising revenue for NaSTA events and assist the host station source revenue for the NaSTA conference and Awards Weekend.
- 1.5. Technical Officer
 - 1.5.1. To maintain NaSTA web presence and facilitate the Host Station with the means and training to update the website with conference news.
 - 1.5.2. To facilitate and manage the provision of hosting services for the websites and such online resources as NaSTA undertakes to develop.
 - 1.5.3. To maintain, update and develop the NaSTA website and associated online resources under guidance from the Development Officer Skills.
 - 1.5.4. To facilitate the technical development of the Association's affiliated member stations.
 - 1.5.5. To support and develop affiliated stations, Freshers' TV and People's Choice Awards with online hosting, broadcasting and web presence.
- 1.6. Communications Officer
 - 1.6.1. To develop a strong two-way communication with members by welcoming and briefing new members, and continuing to build upon and maintain relationships with existing stations
 - 1.6.2. To advise the Association Chair regarding press releases and publications released by the Association.
 - 1.6.3. To work with the Returning Officer and Host Officer to ensure that member stations are aware of any elections or award submission deadlines.
 - 1.6.4. To compile regular updates to affiliated stations.
- 1.7. Secretary
 - 1.7.1. To maintain an up to date list of all affiliated stations.
 - 1.7.2. To compile an agenda for, and ensure that minutes are recorded, of all NaSTA meetings including General Meeting and to distribute them to the Executive Committee and made available through the website.
 - 1.7.3. To work with the Returning Officer to ensure that the constitution and policy document remains up to date.
 - 1.7.4. To sit on the Trustee Board as an ex-officio member.
- 2. Executive Officers hold office for one year starting on 1st July in the calendar year in which they were elected.
 - 2.1. Dates for the commencement of a term of office for officers elected in special elections (such as to replace a position that has become vacant mid-term) will be from the date of the election results as confirmed by the Returning Officer, or any other date as set by the Returning Officer. Terms will end on the 1st of July, regardless of when the Returning Officer has confirmed the election result.
- 3. No person can be a member of the Executive Committee for more than two terms, either concurrent or split. No person can be a member of the Executive Committee for more than 30 months or stand for election to become a member of the Executive Committee if they have already been on the committee for more than 18 months.

4. All members of the Executive Committee shall be deemed to hold equal rights and authority as all other Executive Officers, other positions notwithstanding.
5. The Executive Officers are the only members who may vote at an Executive Meeting.
6. So long as there is an executive committee, an executive chair shall lead the committee and sit on the board of trustees as an ex-officio trustee.
7. The executive committee may act on behalf of the CIO and exercise the powers of the trustees when given authority to by the trustees.
8. The responsibilities of every Executive Officer are:
 - 8.1. to uphold the values of NaSTA and represent NaSTA on behalf of the trustees.
 - 8.2. To attend General and Executive Meetings
 - 8.3. To present a report of achievement at every Annual General Meeting, and to communicate their activities clearly to membership.
 - 8.4. To declare any Interest or Conflict of Interest to the membership.
 - 8.5. To represent NaSTA in a professional manner, and not to bring the name of the Association into disrepute.
 - 8.6. To uphold the aims of NaSTA as set out in this constitution, and adhere to any policies of the association laid out in any documents.
 - 8.7. To assist the Host Station in their efforts to host the National Student Television Association Conference and Awards Weekend.
 - 8.8. To support the Non-Executive Officers of the Association in their activities.
 - 8.9. To protect the association where there may be material/reputational risk to NaSTA, or any other appropriate moment.
 - 8.10. To ensure that NaSTA does not undertake activities that puts the financial stability of the Association and host station, member stations or the Association's reputation at risk.
 - 8.11. The NaSTA executive will ensure commitment to exercise best practise in regard to diversity and inclusion. This refers to diversity and inclusion on characteristics protected under the grounds of the Equality Act (2010). This will be done by delivering equitable treatment and elimination of discrimination in all its forms at all organizational levels and throughout all programs. It will support stations in striving to create a positive environment in this respect. Recognition should be noted of the rights of all individuals to mutual respect meaning acceptance of others without biases based on differences of any kind. Fair representation amongst elected officers will be strived for. NaSTA should respect and value diverse life challenges, creating an environment that is inclusive of all.

Clause 20 Non-executive officership

1. The Non-executive officers shall be as follows and elected or appointed with the following responsibilities:
 - 1.1. Returning Officer
 - 1.1.1. To act as an independent person to oversee the conduct of all NaSTA elections and awards, acting as a final arbiter in electoral and award-giving concerns.

- 1.1.2. To ensure that the election and awards rules are reasonably interpreted and complied with and to impose sanctions where necessary on breaches of those rules.
- 1.1.3. Organise and publicise, with help from the Marketing Officer, upcoming NaSTA elections.
- 1.1.4. To work with the Executive Chair in organising General Meetings.
- 1.1.5. To be responsible for, and oversee the count of, all NaSTA elections.
- 1.1.6. To independently investigate complaints or any other issues, alongside any Executive investigation, raised from within NaSTA or made by external parties.
- 1.1.7. To sit on the Trustee Board as an ex-officio member.
- 1.2. Host Station Officer
 - 1.2.1. To regularly report the activities of the Host Station to the trustees.
 - 1.2.2. To facilitate communication between the trustees and the Host Station.
 - 1.2.3. To take responsibility and accountability for delivering an appropriate awards ceremony and conference weekend for the association, as guided by the executive and trustees.
 - 1.2.4. To promote and celebrate, through the Annual Conference and Awards Weekend, the work of student television across the countries represented by NaSTA on a local and national level.
 - 1.2.5. To work with the NaSTA Executive Committee in all aspects surrounding the planning and preparation of the annual Conference and Awards Weekend.
 - 1.2.6. To create and maintain a handover document catered to the ongoing needs and requirements of the events management role of the NaSTA Host Station.
- 1.3. Seven Regional Development Officers
 - 1.3.1. Regional Development Officers and the regional structure are explained in the accompanying document, "NaSTA's Regional Structure".
 - 1.3.2. The individual responsibilities of the Regional Officers are:
 - 1.3.2.1. To promote development of stations within their region.
 - 1.3.2.2. To represent their region in NaSTA meetings.
 - 1.3.2.3. To promote social events between stations in their region. coordinate any NaSTA official events (other than the Awards and Conference Weekend) within their region over the course of the academic year in conjunction with the National Executive Committee's scheduling.
 - 1.3.2.4. To actively seek opportunities from the industry for members within their region, and where appropriate, to work with the NaSTA Marketing Officer to promote these opportunities.
- 2. The commencement of office for elected or appointed non-executive officers are as follows:
 - 2.1. The Returning Officer holds office for one year starting on 1st July in the calendar year in which they were elected.
 - 2.2. The Host Station Officer holds office for one year from the end of the AGM in the calendar year in which they were elected.
 - 2.3. The seven Regional Development Officers hold office for one year starting on 1st July in the calendar year in which they were elected.

- 2.4. Dates for the commencement of a term of office for officers elected in special elections (such as to replace a position that has become vacant mid-term) will be from the date of the election results as confirmed by the Returning Officer, or any other date as set by the Returning Officer. Terms will end on the 1st of July, regardless of when the Returning Officer has confirmed the election result.
3. Electoral and appointed positions
 - 3.1. The following positions must be elected by the affiliates:
 - 3.1.1. Returning officer.
 - 3.1.2. Host Station Officer.
 - 3.2. The following positions may be appointed by the trustees:
 - 3.2.1. Regional Development Officers

Clause 21 Elections

1. Procedure for elections
 - 1.1. Notice and invitation to nominate must be given to all affiliates by the trustees or those with the power of the trustees at least 14 days prior to the campaigning period.
 - 1.2. The Returning Officer must ratify the nominees and give notice to any nominee that does not qualify for the position they are running for prior to the campaigning start date.
 - 1.3. The dates which nominees may campaign will be outlined in the invitation by the trustees.
 - 1.4. Voting will be made by either:
 - 1.4.1. Anonymous ballot where each affiliate gets one vote and may hide their vote from other affiliates and members,
 - 1.4.2. General meeting where affiliates will raise hands to vote.
 - 1.5. All elections shall be done by a single transferrable vote (STV) mechanism.
 - 1.6. Elections made not at a general meeting that end in a tie between two or more candidates, a run-off ballot between these tied candidates, including RON, shall be balloted for.
 - 1.7. Elections where the wider membership is invited to elect a candidate must include a hustings.
 - 1.8. With the exception of the Returning Officer, no NaSTA election or appointment can be made without the position of Returning Officer being filled.
 - 1.8.1. In the event that the Returning Officer has failed to perform their duties, either by choice or other means, the trustees shall appoint another trustee member of NaSTA to temporarily act as and have all the powers of the Returning Officer for the election.
 - 1.8.1.1. A trustee may be co-opted to the role of Returning Officer, if the role is vacant, even if they would not be eligible to run for election to the role. To be co-opted there must be a simple majority vote by the trustees in favour of the trustee taking on the role.
 - 1.8.1.2. No trustee may put themselves forward to be co-opted. Instead they must be proposed in a trustee meeting by another trustee. A

proposed trustee can accept or decline the proposal. If accepted the trustees vote.

- 1.8.1.3. The co-opted Returning Officer must organise an election within 6 months of taking on the role and step down within 1 month of the election taking place if a person is elected to the role of Returning Officer.
- 1.8.1.4. If the co-opted Returning Officer is in post on the 1st July they will automatically cease to be Returning Officer.
- 1.8.1.5. If the incumbent Returning Officer is presiding over a voting period which goes beyond the 1st July they will keep the Returning Officer powers and privileges associated with presiding over said voting period until the period is over. They will lose all other Returning Officer powers and privileges on the 1st July.
- 1.8.2. An election to any office is only deemed valid once the Returning Officer formally ratifies the election result as having been carried out fairly. In the case of the Executive Officers, this will be presented to the Annual General Meeting as the Returning Officer's Report. As part of the formal ratification the Returning Officer will announce when the terms for the elected will end.
- 1.9. NaSTA commits, in line with its commitment to fairness and equal opportunities to promote the merits of its individual members and to encourage all individuals to stand for positions based upon their strengths and skills, instead of adopting any policy of positive or negative discrimination in its elections.
 - 1.9.1. The practice of positive or negative discrimination in elections shall be deemed to be unconstitutional due to their contravention of NaSTA's equal opportunities policies.
- 2. Electoral Qualifications
 - 2.1. Only members of student television stations affiliated to NaSTA who have been an active student member of an affiliated station, or held an Executive Committee position within the last 36 months may stand in NaSTA elections, subject only to the following limitations:
 - 2.1.1. No person may hold more than one of the Executive or Non-Executive positions at the same time.
 - 2.1.2. Students shall be eligible to hold only two Executive terms of office within NaSTA. Executive Officers shall be otherwise awarded equivalent rights of election as those given to other members of affiliated stations.
 - 2.1.3. Only students currently residing within a region may stand in elections for the posts specific to that region.
 - 2.1.4. Applicants and Appointees for the positions of, non-student trustee, Returning Officer and Alumni Officer shall not be required to have been a NaSTA member in the last 13 months, and shall only require to have been at some point a member of a NaSTA affiliated Station.
 - 2.1.5. No person shall be eligible to run for election to the role of Returning Officer if they have already served more than 18 months in said role.
 - 2.2. Only stations that are affiliates of NaSTA may run for host station.
 - 2.3. All elections conducted by NaSTA shall contain "Re-open Nominations" (RON) on the ballot.

- 2.4. A candidate defeated by RON shall be eligible to re-stand in the subsequent by-election.

Clause 22 Saving provisions

1. Subject to sub-clause 2 of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - 1.1. Who was disqualified from holding office.
 - 1.2. Who had previously retired or who had been obliged by the constitution to vacate office.
 - 1.3. Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.
 - 1.4. 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 him or her 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).

Clause 23 Execution of Documents

1. The CIO shall execute documents by signature.
2. A document is validly executed by signature if it is signed by at least two of the charity trustees.

Clause 24 Use of electronic communications

1. The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
 - 1.1. the requirement to provide within 21 days to any affiliate on request a hard copy of any document or information sent to the affiliate otherwise than in hard copy form.
 - 1.2. Any requirements to provide information to the Commission in a particular form or manner.

Clause 25 Keeping of Registers

1. 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 affiliates and charity trustees.

Clause 26 Minutes

1. The charity trustees must keep minutes of all:

- 1.1. Appointments of officers made by the charity trustees.
- 1.2. Proceedings at general meetings of the CIO.
- 1.3. Meetings of the charity trustees and committees of charity trustees including:
 - 1.3.1. The names of the trustees present at the meeting.
 - 1.3.2. The decisions made at the meetings.
 - 1.3.3. Where appropriate the reasons for the decisions.
- 1.4. Decisions made by the charity trustees otherwise than in meetings.

Clause 27 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 statements 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.

Clause 28 Rules

1. 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 affiliate of the CIO on request.
2. Such rules and bye-laws shall be maintained in formal policy documents by the Association Chair and Returning Officer.
3. Bye-laws and other items of policy shall be considered as binding, unless explicitly specified within the documentation as guidance.

Clause 29 Disputes

1. If a dispute arises between affiliates of the CIO about the validity or propriety of anything done by the affiliates 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.
2. Before resorting to take litigation, the party wanting to take legal action must give notice to the Returning officer/trustees and if applicable, seek advice from them.

Clause 30 Amendment of constitution and its bye-laws

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

1. This constitution can only be amended:

- 1.1. By resolution agreed in writing by all affiliates of the CIO.
- 1.2. By a resolution passed by a 75% majority of votes cast at a general meeting of the affiliates of the CIO.
2. Any alteration of clause 3 (Objects), clause 31 (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 affiliates 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.
5. Any bye-laws can be amended:
 - 5.1. By a resolution passed by a 50% majority of votes cast at a general meeting of the affiliates of the CIO.
 - 5.2. By a resolution passed by a 50% majority of votes cast at a trustee meeting of the trustees of the CIO.
 - 5.3. By a resolution passed by a 50% majority of votes at an Executive Committee meeting.
 - 5.4. Any item of policy created by a the trustees or Executive Committee must be balloted on retention, amendment or removal at the next available General Meeting.
 - 5.5. Any item of policy created by the Executive Committee must also be balloted on retention, amendment or removal at the next trustee meeting if before the next available General Meeting.
 - 5.5.1. If a General Meeting is before the next trustee meeting, then the outcome of that ballot will stand and a ballot from the trustees will not be necessary.

Clause 31 Voluntary winding up or dissolution

1. As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its affiliates. Any decision by the affiliates to wind up or dissolve the CIO can only be made:
 - 1.1. At a general meeting of the affiliates of the CIO called in accordance with clause 11 (Meetings of affiliates), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - 1.1.1. By a resolution passed by a 75% majority of those voting.
 - 1.1.2. 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.
 - 1.2. By a resolution agreed in writing by all affiliates of the CIO.
2. Subject to the payment of the CIO's debts:
 - 2.1. 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.
 - 2.2. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

- 2.3. 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:
 - 3.1. The charity trustees must send with their application to the Commission:
 - 3.1.1. A copy of the resolution passed by the affiliates of the CIO.
 - 3.1.2. A declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full.
 - 3.1.3. 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.
 - 3.2. the charity trustees must ensure that a copy of the application is sent within seven days to every affiliate 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.

Clause 32 Interpretation

In this constitution:

“Affiliates” means a Student Television Station. The station usually has a Station Manager or Head of Station that can vote in general meetings. If a station has multiple managers/heads or no manager/head, then the members of that station must nominate an member of their station to vote on their behalf.

“Student Television Station” means a group, section, club or society that is formed of students from the same university.

“Members” means an individual that is an affiliate of a television station that is an affiliate of NaSTA, officers of NaSTA, trustees of NaSTA and STAN committee.

“Connected persons” means:

1. A child, parent, grandchild, grandparent, brother or sister of the charity trustee.
2. The spouse or civil partner of the charity trustee or of any person falling within sub-clause 1 above.
3. A person carrying on business in partnership with the charity trustee or with any person falling within sub-clause 1 or 2 above.
4. An institute which is controlled:
 - 4.1. By the charity trustee or any connected person falling within sub-clause 1,2, or 3 above.
 - 4.2. By two or more persons falling within sub-clause 4.1, when taken together.
5. A body corporate in which:
 - 5.1. The charity trustee or any connected person falling within sub-clauses 1 to 2 has a substantial interest.
 - 5.2. Two or more persons falling within sub-clause 5.1 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.

“Member trustee” means a trustee that is also a member of an affiliated station. The station must be affiliated to NaSTA when they are elected and the trustee will continue for the current term but not be allowed a subsequent term if their station is no longer affiliated to NaSTA.

“Non-member trustee” means a trustee that is not a member of an affiliated station.

“STAN” refers to the Student Television Alumni Network.

“In person” means attending a meeting by being physically in the room with the rest of the attendees or on the call in the case of an online meeting.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations.

“Dissolution Regulations” means the Charitable Incorporated Organisations (insolvency and Dissolution) Regulations 2012.

The **“Communications provisions”** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

“Charity Trustees” Means a charity trustee of the CIO.

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

Term: The time when a person holds an office in NaSTA. A term shall only be counted as part of a limit of terms if held for more than six months.

Appendix

1. Proxy Voting (Clause 11)
 - 1.1. By representation:
 - 1.1.1. Any affiliate of the CIO may appoint another person that is not a member of their television station as a proxy to exercise all or any of that affiliate’s rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a “proxy notice”) which:
 - 1.1.1.1. States the name of the affiliate appointing the proxy.
 - 1.1.1.2. Identifies the person appointed to be that affiliate’s proxy and the general meeting in relation to which that person is appointed.
 - 1.1.1.3. States the relationship between the affiliate appointing the proxy and the proxy.
 - 1.1.1.4. Is signed by or on behalf of the affiliate appointing the proxy, or is authenticated in such manner as the CIO may determine.
 - 1.1.1.5. Is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
 - 1.1.2. Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
 - 1.1.3. Unless a proxy notice indicates otherwise, it must be treated as:
 - 1.1.3.1. Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting.

- 1.1.3.2. Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 1.2. By registration:
 - 1.2.1. Any affiliate of the CIO may give their vote by written proxy prior to the start of the meeting which:
 - 1.2.1.1. States the name of the affiliate appointing the proxy.
 - 1.2.1.2. Clearly states the vote. Either for, against or abstain.
 - 1.2.1.3. Is signed by or on behalf of the affiliate writing the proxy, or is authenticated in such manner as the CIO may determine.
 - 1.2.1.4. Is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
 - 1.3. The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - 1.4. An affiliate who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that affiliate.
 - 1.5. An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the affiliate by whom or on whose behalf the proxy notice was given.
 - 1.6. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
 - 1.7. If a proxy notice is not signed or authenticated by the affiliate appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that affiliate's behalf had authority to do so.
- 2. Use of electronic communications (Clause 24).
 - 2.1. Any affiliate 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.
 - 2.2. Communication by the CIO.
 - 2.2.1. Any affiliate or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the affiliate has indicated to the CIO his or her unwillingness to receive such communications in that form.
 - 2.2.2. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - 2.2.2.1. provide the affiliates with the notice referred to in clause 11.3 (Notice of general meetings).
 - 2.2.2.2. Give charity trustees notice of their meetings in accordance with clause 19.1 (Calling meetings).
 - 2.2.2.3. Submit any proposal to the affiliates or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 10 (affiliates' decisions), 10.3 (Decisions taken by resolution in writing).

- 2.2.3. The charity trustees must:
 - 2.2.3.1. Take reasonable steps to ensure that affiliates and charity trustees are promptly notified of the publication of any such notice or proposal.
 - 2.2.3.2. Send any such notice or proposal in hard copy form to any affiliate or charity trustee who has not consented to receive communications in electronic form.

3. Mission statement

- 3.1. To provide help and support to student television stations and individuals who are members of those stations.
- 3.2. To promote the interests of student television stations.
- 3.3. To provide a recognised and representative channel of communication between NaSTA's affiliates and other third party organisations.
- 3.4. Enhancing, promoting and supporting social, cultural, intellectual and educational activity amongst its affiliates and their members.
- 3.5. Bringing together stations for conferences, award ceremonies and other gatherings.
- 3.6. Encourage student leadership throughout the organisation and its affiliated stations.
- 3.7. Ensure all matters are handled in a transparent and democratic manner in accordance with the laws this constitution provides for.
- 3.8. NaSTA ensures that no affiliate of the CIO shall ever harass or discriminate against, or be subject to harassment or discrimination, on the grounds of their age, beliefs, physical status, race, sex, sexual orientation or any other characteristic, physical, mental or otherwise.
- 3.9. 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.