

## **ANNUAL REPORTS TO THE CHARITY COMMISSION**

- 39) The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## **NOTICES**

- 40) Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary or the Trustees on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

## **AMENDMENTS TO THE CONSTITUTION**

- 41) The Constitution may be revoked or amended by a General Meeting of the Society in accordance with Articles 33 to 35 but no amendments may be made to clauses 1, 3, 29, 42 or this clause 41 without the prior consent in writing of the Charity Commissioners. No amendment may be made which would have the effect of making the charity cease to be a charity at law. The Executive Committee should promptly send to the Charity Commission a copy of any amendments made under this clause.

## **DISSOLUTION OF THE SOCIETY**

- 42) The Society may be dissolved if a resolution in this respect is passed at a General Meeting under the following provisions:
- The General Meeting shall be convened by at least four months' prior notice to all full members of the Society;
  - Each Affiliated Society or Branch shall be entitled to be represented at such a General Meeting by a full member (not necessarily of such Affiliated Society or Branch) authorised to vote for each fifty members, but if the Affiliated Society or Branch shall have less than fifty members, such Affiliated Society or Branch shall still have one vote;
  - The quorum of such a meeting shall be twenty-one full members present with at least three Branches or Affiliated Corona Worldwide Societies being represented;
  - The resolution shall be taken by a secret ballot and passed by a majority of two thirds of the votes cast and shall specify the charitable institution of a similar nature to which any surplus from the realisation of the property of the Society should go;
  - The Executive Committee shall, subject to any directions in the resolution, proceed with all reasonable speed to the realisation of the property of the Society, the liquidation of all its assets and payments of all its debts and shall pay any surplus remaining to such charitable institution as may have been specified in the resolution;
  - A copy of the Statement of Accounts, or Account and Statement, for the final accounting period of the Society shall be sent to the Charity Commissioners.



**CORONA  
WORLDWIDE  
(formerly Women's  
Corona Society)**

**CONSTITUTION**

**2018**

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#### **FINANCE**

- 35) a) The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Trustees in the name of the Society at such a bank as they from time to time shall decide. All cheques drawn on the account must be signed by at least two of the Trustees;  
b) The funds belonging to the Society shall be applied only in the furthering of the Society's objectives.

#### **ACCOUNTS AND AUDITS**

- 36) a) The Trustees shall comply with their obligations under the Charities Act or any statutory re-enactment or modification thereof with regard to the Accounts and Audit of the Society;  
b) The Accounts of the Society shall be audited annually by the Independent Examiner of the Society as soon as practicable, and the Audited Accounts forwarded to the Charity Commissioners with a copy of the Trustees' Report when required.

#### **PROPERTY**

- 37) a) Subject to the provisions of Article 36b the Trustees shall cause the title to:  
i. all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and  
ii. all investments held by or on behalf of the Society; to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding Trustees may be removed by the Trustees at their pleasure and shall act in accordance with their lawful directions. Provided they act only in accordance with their lawful directions the Holding Trustees shall not be liable for the acts and defaults of its members;  
b) If a corporation entitled to act as Custodian Trustee has not been appointed to hold the property of the Society, the Trustees may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Trustees, and may pay such a nominee reasonable and proper remuneration for acting as such.

#### **CONTRACTS**

- 38) a) Subject to any arrangements between the Society and its Bankers regarding the signing of cheques any written contracts on behalf of the Society, the Trustees shall give a general authority to a minimum of two and a maximum of three of their members to be specifically authorised to execute documents on behalf of the Society;

## **CORONA WORLDWIDE CONSTITUTION**

### **Extraordinary General Meetings**

- 32) The President may at any time, on giving twenty-one days' notice, convene an Extraordinary General Meeting, and shall do so not later than forty-five days from the receipt by London HQ of a written request by two-thirds of the Trustees, ten members of the Executive Committee, or twenty-five full members. Notice of such a meeting must specify the reasons for which it is called.

### **Proceedings at General Meetings**

- 33) a) The quorum for a General Meeting shall be twenty.  
b) If, within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week and if at an adjourned meeting a quorum is not present, the members present shall be a quorum;  
c) At every General Meeting the President, or in their absence the Deputy President, or in the absence of both, the Chairman of the Society, or in their absence the Deputy Chairman shall preside. If no such person shall be present within fifteen minutes of the time appointed for holding the meeting the members present shall choose one of their number to be Chairman of the meeting;  
d) The Chairman of the meeting may, with the consent of the meeting at which a quorum is present, adjourn the meeting, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;  
e) At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is demanded by any member present or the President so directs, provided that a poll shall be taken for the election of an Officer or amendment of the Constitution;  
f) Every full member at the meeting shall be entitled to one vote on each resolution and may not give more than one vote to any one candidate for election when there are several vacancies;  
g) Decisions shall be by a simple majority save for amendments to the Constitution when a two-thirds majority of members present must be in favour of the resolution. In case of an equality the Chairman shall have a second or casting vote;  
h) The Secretary or other person specially appointed by the Trustees shall keep a full record of proceedings at every General Meeting of the Society.

### **CONSULTATIVE COUNCIL**

- 34) The Trustees may, from time to time, on their own initiative, or at the request of the Executive Committee or a Branch, arrange a meeting of representatives of Branches as a Consultative Council.

Article  
No.

### **NAME, OBJECTS AND ADMINISTRATION**

- 1) The formal name of the Society shall be Corona Worldwide.
- 2) The Society shall be voluntary, non-political and open to people of all nationalities.
- 3) The objects of the Society shall be:
  - a) to promote and advance education in and knowledge of the peoples and culture of the countries of the world, with special reference to the Commonwealth, particularly but not exclusively with a view to equipping people for public life and service;
  - b) to assist primarily but not exclusively women in need when moving to live in a country other than their own;
  - c) without prejudice to the generality of these expressed objects and for the purpose of their promotion to establish and maintain advisory services.
- 4) Subject to the provisions set out below the Society and its property shall be administered and managed in accordance with this Constitution by the Trustees constituted by Article 22.

### **POWERS AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES**

- 5) In exercise of the Society's objectives, but not otherwise, the Board of Trustees may exercise the following powers:
  - a) To invite and receive contributions provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
  - b) To manage the business of the Society;
  - c) To buy, take on lease or in exchange any property necessary for the achievement of its objectives and to maintain and equip such property for use;
  - d) Subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
  - e) Subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
  - f) To employ such staff (who shall not be Trustees or members of the Executive Committee) as are necessary for the proper pursuit of the objectives of the Society;
  - g) To keep the Society fully insured;
  - h) To appoint and constitute such advisory committees as appropriate;
  - i) To do all such other lawful things as are necessary for the achievement of the Society's objects;

- j) To make, vary or revoke bye-laws consistent with the Constitution;
- k) Generally to exercise such powers and perform such duties as are conferred on them by the Constitution.

#### **POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

- 6) The Executive Committee has the following powers and duties:
  - a) To raise funds and receive contributions;
  - b) To decide questions of membership submitted by the Secretary or Secretary of a Branch;
  - c) To provide and, at its discretion make charges for, any services relevant to the Society's objects. Without prejudice to the generality of this provision, such services may include the organisation of conferences and provision of Courses, Briefings and Notes;
  - d) To co-operate with other charities, voluntary bodies and statutory authorities in the furtherance of the objects of the Society or of similar charitable purposes and to exchange information and advice with them;
  - e) To appoint and constitute such advisory committees as they may think fit;
  - f) Generally to perform such duties as are required by the Constitution.

#### **BRANCHES AND GROUPS**

- 7) Members of the Society may establish autonomous Branches or Groups. They may raise funds for the Society locally and undertake such other activities as they may think fit but on condition that:
  - a) they shall be governed by rules which have been approved by the Trustees;
  - b) they shall not use the name Corona Worldwide without the permission of the Trustees, which permission may be withdrawn at any time;
  - c) all autonomous Branches/Groups, whose members should be members of Corona Worldwide, should submit reports to the Branches Co-Ordinators as and when requested.

#### **ASSOCIATION WITH OTHER ORGANISATIONS**

- 8) The Society or a Branch may enter into formal association with another association only if it is voluntary and non-political, and agrees with the objectives of this Society.

#### **MEMBERSHIP**

- 9)
  - a) Any person over 18 who is in active sympathy with the objectives of the Society shall be eligible for full membership;
  - b) A candidate for full membership shall make a written application for membership on the prescribed form to the Secretary at Headquarters or to the Secretary of the Branch or Affiliated Corona Society concerned. If the Committee concerned accepts the applicant they shall be informed in writing that they have been admitted to membership;
  - c) Any member or non-member whom the Society may wish to honour may be elected as an Honorary Member with the full privileges of membership. A nomination for Honorary Membership of Corona Worldwide with supporting reasons shall be submitted in writing by two members of the Executive Committee or by the Committee of a Branch to the Trustees, whose decision by a two thirds majority shall be final, no reason being assigned.

- 29) No member of the Executive Committee shall hold or acquire any interest in property belonging to the Society (otherwise than as a Trustee for the Society), receive remuneration for services to the Society or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee;

#### **MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- 30)
  - a) The proceedings of the Executive Committee shall be on the same terms as those of the Board of Trustees as set out in Article 24, subclauses a) to h);
  - b) The Executive Committee may appoint one or more sub-committees for the purpose of making inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee. Such sub-committees shall have one or more members of the Executive Committee or Trustees and may co-opt other members to assist in the carrying out of the sub-committee's responsibilities, and be appointed annually. All acts and proceedings of any such sub-committee shall be fully and properly reported to the Trustees and no such sub-committee shall incur expenditure or enter into any legal commitment on behalf of the Society without their approval;
  - c) The Executive Committee or any sub-committee shall be entitled to ask any person, including a representative of an Overseas Branch, to attend any of its meetings in an advisory capacity.

#### **GENERAL MEETINGS**

##### **Annual General Meetings**

- 31)
  - a) The Society shall hold its Annual General Meeting at such a place and time as may be determined by the Executive Committee but not more than fifteen months from the previous one;
  - b) Notice of the Annual General Meeting shall be published three months before the date fixed for the meeting;
  - c) The business of the Annual General Meeting shall be:
    - i. to elect, by a poll of members present and postal votes of absent members, the President, Deputy President, Honorary Treasurer and Trustees (See Article 20 a-c);
    - ii. to receive and, if approved, adopt the reports and the Statement of Accounts for the past year;
    - iii. to elect the Independent Examiner, who shall not be a member of the Society;
    - iv. to consider any business brought forward by the Trustees, the Executive Committee, a Full Member or the Committee of a Branch. Notice thereof, signed by the Proposer and another full member, must be given to the Administrative Secretary to reach her/him not later than **six** weeks before the date of the meeting.

- g) The Trustees may appoint one or more sub-committees for the purpose of making inquiry or supervising or performing any function or duty which in their opinion would be more conveniently undertaken or carried out by a sub-committee. Such sub-committees shall have one or more members of the Executive Committee or Trustees and may co-opt other members to assist in the carrying out of the sub-committee's responsibilities, and be appointed annually. All acts and proceedings of any such sub-committee shall be fully and properly reported to the Trustees and no such sub-committee shall incur expenditure or enter into any legal commitment on behalf of the Society without their approval;
  - h) The Trustees or any sub-committee shall be entitled to ask any person, including a representative of an Overseas Branch, to attend any of its meetings in an advisory capacity.
- 25) The proceedings of the Trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or by any defect in the appointment or qualification of a member. However, there should be a quorum of at least five Trustees in attendance.
- 26) No person under the age of 18 shall be appointed a Trustee; and no person shall be entitled to act as a Trustee whether on first or any subsequent entry into office, until after signing in the minute book a declaration of acceptance and willingness to act in accordance with the trusts of the Society.
- 27) Trustees shall cease to hold office if they:
- a) are disqualified from acting as such by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - b) become incapable, by reason of mental disorder, illness or injury, of managing or administering their own affairs;
  - c) are absent without permission of the Chairman from three consecutive meetings and the Trustees resolve that their office be vacated; or
  - d) notify to the Trustees a wish to resign (but only if at least five Trustees will remain in office when the notice of resignation takes effect).

#### **THE EXECUTIVE COMMITTEE**

- 28) The Executive Committee shall consist of:
- a) The Trustees as constituted in Article 20 a-f;
  - b) The Past President, and Past Deputy President who may, for not more than two years, attend meetings;
  - c) The co-ordinators of Corona functions and other members who may be co-opted on an annual basis, and invited to give their advice;
  - e) The Vice-Presidents, who shall be elected, but not more than one in each calendar year, for life by the Executive Committee, may attend meetings of the Executive Committee.

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#### **SUBSCRIPTIONS**

- 10) a) An entrance fee, if any, shall be of such an amount as shall be recommended by the Trustees, and approved by the Annual General Meeting;
- b) Full members who have not already in the past been granted life membership shall pay an annual subscription of such amount as shall be determined as above;
- c) Every annual member is required to pay upon joining the annual subscription for the year then current, but if they join after 30 September this payment will also cover the following year's subscription. Subsequent subscriptions shall be payable on 1 January each year.

#### **RESIGNATION**

- 11) Any member may resign their membership by notice in writing to the Secretary.

#### **CESSATION OF MEMBERSHIP**

- 12) Full members shall cease to be members:
  - a) on their resignation;
  - b) if, after one written reminder they are in arrears with their subscription for two consecutive years;
  - c) on termination of their membership under the provisions of Article 13.

#### **TERMINATION OF MEMBERSHIP**

- 13) Any question of termination of membership shall be referred to the Executive Committee who, by a two-thirds majority of the full Committee shall have the power in their discretion to terminate such membership without reason being assigned, if in their opinion its continuation is prejudicial to the well-being of the Society.

#### **RIGHTS AND OBLIGATIONS OF MEMBERS**

- 14) Full members:
  - a) shall pay any subscription to which they may be liable under Article 10 and shall be bound to comply with the provisions of the Constitution and any bye-laws or rules of the Society;
  - b) Who have paid their subscription for the current year shall have the right to attend General Meetings of the Society and submit nominations and resolutions thereto and to vote and hold office in the Society;
  - c) Shall keep the Secretary informed as to their address or that of their Banker or Agent, so that it may be entered in the records of the Society as their registered address.
- 15) Honorary Members:
  - a) shall, so long as their membership is not terminated under Article 13, be entitled for life, without payment, to all privileges of a full member.
  - b) given honorary status ONLY by a branch or group, and not by the Trustees in accordance with Article 9c) shall be considered as full members of the Society with rights and obligations as detailed in Article 14.

## **INFORMATION TO MEMBERS**

- 16) Each member shall be entitled to receive free of charge:
- a) A copy of the Constitution upon joining;
  - b) A copy of the accounts and the report on the Annual General Meeting on request.

## **PAYMENT TO MEMBERS**

- 17) No member shall receive any profit, salary or refund of expenses from funds of the society, except for services rendered at the request of Trustees and the Executive Committee, provided that no payment shall be made to that member except in accordance with Article 29.

## **OFFICERS OF THE SOCIETY**

- 18) a) The Honorary Officers who shall be Trustees are:-

The President  
The Deputy President  
The Honorary Treasurer

- b) The other Trustees shall be the Elected Members (not more than six) from among whom one is elected as Chairman of the Board of Trustees, the Executive Committee and the Society.

- 19) The paid officers at Headquarters shall be appointed by the Trustees under such terms and conditions as they may determine.

## **ELECTION OF OFFICERS AND TRUSTEES**

- 20) The following shall be the officers and members of the Board of Trustees whose method of election and terms of office shall be as follows:
- a) The President – who shall be elected at the Annual General Meeting of the Society and to hold office for two years; and who may be re-elected for up to two years but may not thereafter be eligible for re-election as President until one year has passed.
  - b) The Deputy President who shall be elected at the Annual General Meeting of the Society and to hold office for two years, and who may be re-elected for up to two years but may not thereafter be eligible for re-election as Deputy President until one year has passed  
*These two office-bearers may, however be elected to other offices or as general Trustees without a gap*
  - c) The Honorary Treasurer - who shall be elected annually at the Annual General Meeting of the Society;
  - d) Six other Trustees – who shall be elected at the Annual General Meeting of the Society and who shall hold office for two years and shall be eligible for re-election for a second term of two years but not for a further term until one year has elapsed unless standing for a specific elected office.

e) The Chairman shall be elected from amongst their number by the Trustees, at their first meeting after the Annual General Meeting. The Chairman may be elected to hold office for a period of two years even if her/his original term of appointment to the Committee should expire. She/he may be elected for up to four years' continuous service. The Chairman shall, by virtue of office, also be Chairman of the Executive Committee and of the Society;

f) The Deputy Chairman (who by virtue of office, shall continue as a Trustee). The Deputy Chairman may be elected by the Trustees to hold office for a period of two years; thereafter she/he may be re-elected annually.

*The Chairman and Deputy Chairman may, however, be elected to any other office without a gap. Their service shall commence and end at the meeting of the Trustees following the Annual General Meeting.*

- 21) No-one shall be elected to office at a General Meeting of the Society unless:
- a) they are a full member of the Society;
  - b) they are proposed and seconded in writing by two full members and consent in writing to their nomination;
  - c) the written proposal and consent are received by the HQ Secretary at least four weeks prior to the Annual General Meeting.
- 22) On receipt of the nominations, voting papers will be sent to all members who have requested them, for return by a date specified, before the Annual General Meeting. Only one vote may be given to any candidate for election where there are several vacancies.
- 23) In the event of any vacancy arising from within their number, the Trustees may appoint any person eligible under this Constitution to hold that office until the next Annual General Meeting.

## **MEETINGS AND PROCEEDINGS OF THE BOARD OF TRUSTEES**

- 24) a) The Trustees shall hold at least two ordinary meetings in each year. A special meeting may be called at any time by the Chairman or by any two Trustees;
- b) The Chairman shall act as Chairman at meetings of the Board of Trustees. If the Chairman is not present, the Deputy Chairman shall chair the meeting, otherwise the Trustees present shall choose one of their number to chair the meeting before any other business is transacted;
- c) There shall be a quorum when at least five of the Trustees for the time being are present at a meeting;
- d) Every matter shall be determined by a majority of votes of the Trustees present and voting on the question but in case of equality of votes the Chairman of the meeting shall have a second or casting vote;
- e) The Trustees shall keep minutes, in books kept for the purpose, of the proceedings of their meetings and of any sub-committee;
- f) The Trustees may from time to time make or alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with the Constitution;