

## Clarity Constitution

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## **Background**

The association Clarity was founded in the United Kingdom in 1983 to promote plain legal language. Since then the association has grown, and now there are around 650 members in 50 countries. Clarity is managed by a committee that includes representatives from more than 25 countries.

The members consider that it is expedient to adopt a Constitution to govern the association's administration in the following terms:

### **1. Name**

The name of the association is Clarity.

### **2. Objective**

Clarity's objective is to promote using, appreciating and developing plain language in legal and other formal texts, anywhere in the world, and for that objective to do any of the following:

- (a) maintain and expand an international network of people interested in using plain language in legal and other formal texts;
- (b) facilitate access to information and materials relating to plain language;
- (c) promote high standards for using plain language in legal and other formal texts;
- (d) support and encourage using plain language generally.

### **3. Powers**

Clarity has the following powers, which may be exercised only in promoting Clarity's objective and in compliance with any applicable law:

- (a) to hold conferences either alone or jointly with other bodies;
- (b) to publish a journal;
- (c) to maintain a website accessible to members and to the public;
- (d) to publish or distribute information;
- (e) to cooperate with other bodies that promote using plain language in legal and other formal texts;
- (f) to encourage local meetings;
- (g) to raise funds;
- (h) to borrow money;
- (i) to make financial grants;
- (j) to maintain insurance policies against risks from Clarity's activities;
- (k) to engage or employ paid or unpaid agents, staff or advisers;
- (l) to enter into contracts to provide services to or for other bodies;
- (m) to do anything else that helps promote Clarity's objective.

### **4. Membership**

- (1) Membership of Clarity is open to any individual or organization interested in promoting Clarity's objective.
- (2) The Board may establish different membership categories, set out the rights, powers, duties and entitlements, and set the amounts of any subscriptions.
- (3) The Board must ensure that a register of members is kept.

- (4) A member may resign by notifying Clarity in writing.
- (5) Membership is cancelled if the member's subscription is more than 12 calendar months in arrears. The member is reinstated on paying the amount due.
- (6) The Board may cancel a membership if, in the Board's reasonable opinion, the continued membership would harm Clarity.
- (7) Before cancelling a membership, the Board must notify the member in writing and set out the grounds for cancellation. The member has 14 days to write to the Board about why their membership should not be cancelled. After considering anything the member has written about this, the Board must decide whether to cancel the membership.

## **5. General meetings**

- (1) The Board must hold a general meeting in every second year (biennial general meeting).
- (2) In addition to the biennial general meeting, other general meetings may be held at any time. All general meetings other than the biennial general meeting are special general meetings.
- (3) Members are entitled to attend general meetings either in person or, in the case of a member organization, through an authorized representative.
- (4) At least 21 days' written notice of a general meeting must be given to the members specifying the business to be transacted.
- (5) A special general meeting must be called if the Board receives a written request to do so from at least ten members.
- (6) A quorum for a general meeting consists of the members present in person or, in the case of a member organization, through an authorized representative.
- (7) The President or, if the President is unable or unwilling to preside, some other member elected by those present presides at a general meeting.
- (8) Except for amending this Constitution or dissolving or merging Clarity with another body (see clause 7(2)(c)), every issue at a general meeting is decided by a simple majority of votes cast by the members present in person or, in the case of a member organization, through an authorized representative.
- (9) Except for the chair of the meeting, who has a second vote, every member present in person or, in the case of a member organization, through an authorized representative has one vote on each issue.

## **6. Biennial general meeting – general business**

- (1) The Board may determine the date, time and place of the biennial general meeting.
- (2) The notice convening the biennial general meeting must specify that the meeting is a biennial general meeting.
- (3) The ordinary business of a biennial general meeting is:
  - (a) to confirm the minutes of the previous biennial general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Board a report on Clarity's activities since the previous biennial general meeting;

- (c) to receive from the Board a report on Clarity's accounts for the previous two financial years;
  - (d) to elect Board members to hold office from the end of the meeting until the end of the next biennial general meeting.
- (4) Any other business of which notice has been given in accordance with clause 5(4) may be conducted at a biennial general meeting.

## **7. Special business**

- (1) Special business is any business conducted at a special general meeting and (except for the ordinary business described in clause 6(3)) at a biennial general meeting.
- (2) Without limiting the special business that may be conducted, at a general meeting the members:
  - (a) may confer on any individual (with his or her consent) the honorary title of Patron of Clarity;
  - (b) may amend this Constitution by a two-thirds majority of members present at the meeting if the terms of the proposed amendment have been notified to the members with the notice of the meeting;
  - (c) may decide to dissolve Clarity, or merge it with another body established to promote plain language, by a two-thirds majority of members present at the meeting if the terms of the proposed dissolution or merger have been notified to the members with the notice of the meeting;
  - (d) may discuss and decide any issues of policy or deal with any other business notified to the members with the notice of the meeting.

## **8. Email resolution of members**

- (1) Any question that could be decided by the members at a general meeting may be decided by the membership by email resolution.
- (2) A member of Clarity may ask the Board to put a proposed email resolution to the vote of Clarity members. If so, the Board:
  - (a) may send the proposed resolution to members if it considers it appropriate to do so; or
  - (b) must send it to members if at least ten members in writing ask the Board to do so.
- (3) The Board's email sending a proposed email resolution to members must:
  - (a) set out the terms of the proposed resolution; and
  - (b) specify a response date (which must be at least 21 days from the date of the Board's email).
- (4) An email resolution is binding if passed by a majority of those members whose written response is received on or before the response date.
- (5) No member has a second vote on an email resolution.

## **9. The Board**

- (1) Only individuals may be appointed to the Board. Individuals appointed to the Board must be Clarity members.
- (2) The Board consists of:
  - (a) the President;

- (b) the Secretary;
  - (c) the Treasurer;
  - (d) the *Clarity* journal editor;
  - (e) the country representatives.
- (3) The Board may co-opt up to three other Clarity members to be Board members until the end of the next biennial general meeting.
  - (4) A co-opted Board member has the same rights, powers, duties and entitlements as any other Board member.
  - (5) A retiring Board member who remains qualified may be re-elected.
  - (6) A Board member automatically ceases to hold office if he or she:
    - (a) is absent without good reason from three consecutive Board meetings and is asked by a majority of the other Board members to resign;
    - (b) ceases to be a Clarity member;
    - (c) resigns by written notice to the Board;
    - (d) is removed by a resolution passed by all the other Board members after they have invited the views of the Board member concerned and considered the matter in the light of those views.

#### **10. Proceedings of the Board**

- (1) The Board must hold at least one meeting each year.
- (2) A Board meeting may be held either in person or by suitable electronic means agreed in advance by the President and in which all participants may communicate with all other participants.
- (3) A quorum at a Board meeting is 30%. This may be made up of Board members personally present or present through Board members they authorise in writing to represent them at the Board meeting. If the meeting is conducted electronically, a member who votes is considered present.
- (4) The President or, if the President is unable or unwilling to preside, some other Board member elected by the Board members present presides at each Board meeting.
- (5) Every issue may be decided by a simple majority of the votes cast at a Board meeting.
- (6) Except for the chair of the meeting, who has a second vote, every Board member has one vote on each issue.

#### **11. Board's decision-making**

The Board has the following powers in administering Clarity:

- (a) to appoint advisory sub-committees of two or more individuals;
- (b) to make rules consistent with this Constitution to govern the Board's proceedings;
- (c) to resolve, or establish procedures to help resolve, disputes within Clarity.

#### **12. Benefits to Board members**

- (1) Clarity's property and funds must be used only for promoting Clarity's objective.

- (2) No Board member or connected person may receive any money or other material benefit (whether direct or indirect) from Clarity except for:
  - (a) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in administering Clarity;
  - (b) a reasonable rent or hiring fee for property let or hired to Clarity;
  - (c) an indemnity for any liabilities properly incurred in administering Clarity (including the costs of a successful defence to criminal proceedings);
  - (d) other payments or material benefits for which the Board has given prior written approval.
- (3) Whenever a Board member or a connected person has a personal interest in a matter to be discussed at a Board meeting, the Board member concerned must:
  - (a) declare the nature and extent of the interest before the meeting or at the meeting before discussion begins on the matter;
  - (b) be absent from the part of the meeting at which the matter is discussed unless expressly invited to remain to provide information;
  - (c) not be counted in the quorum for that part of the meeting;
  - (d) be absent during the vote and have no vote on the matter.

### **13. Property and money**

- (1) The Board may place any money not required for immediate use on deposit or may invest it until it is needed.
- (2) Bank deposits, investments and other Clarity property must be held in Clarity's name.

### **14. Records and accounts**

- (1) The Board must ensure that Clarity keeps financial records and produces a biennial statement of account.
- (2) The Board must ensure that Clarity keeps proper records of:
  - (a) all proceedings at general meetings;
  - (b) all proceedings at Board meetings;
  - (c) all recommendations by advisory sub-committees;
  - (d) all professional advice obtained.
- (3) The Board must make accounting records relating to Clarity available for inspection by any member on giving ten days' notice to the Board.
- (4) Copies of this Constitution and the current biennial statement of account must be posted on Clarity's website.

### **15. Notices**

- (1) Notices under this Constitution may be sent by post or by suitable electronic means or may be published in the *Clarity* journal.
- (2) The address at which a member is entitled to receive notices is the postal or electronic address noted in the register of members (or, if none, the last known address).
- (3) Any notice given according to this Constitution is to be treated for all purposes as having been received:
  - (a) 15 days after being sent by post;

- (b) seven days after being sent by electronic means to the relevant address;
- (c) seven days after it is published in a journal containing the notice;
- (d) immediately if handed to the member or their authorized representative personally;
- (e) if earlier, as soon as the member acknowledges actual receipt.

**16. Dissolution and merger**

- (1) If a general meeting decides to dissolve Clarity or merge Clarity with another body, the Board members then holding office will remain in office as long as necessary to bring about the orderly winding up of Clarity’s affairs.
- (2) If after being dissolved, after providing for all of Clarity’s outstanding liabilities, the Board must apply the remaining property and funds in one or more of the following ways:
  - (a) by transfer to one or more other bodies established to promote plain language;
  - (b) directly for a specific project or projects designed to further Clarity’s objective;
  - (c) in another manner consistent with Clarity’s objective as the members in a general meeting approve.
- (3) On dissolution or merger, the Board must prepare and make available to the members a final report and statement of account.

**17. Interpretation**

In this Constitution:

**connected person** means a Board member’s spouse, civil partner, cohabitee, parent, child, sibling, grandparent or grandchild, any firm in which a Board member is a partner or employee, any company of which a Board member is a director or employee or a shareholder who is beneficially entitled to more than 1% of the share capital.

**material benefit** means a benefit that may not be financial but has a monetary value.

When calculating days, the first day is excluded and the last day is included.

**18. Review history**

<b>Version</b>	1
<b>First adopted by resolution</b>	March 2014
<b>Review history</b>	None