

# Wikimedia UK

## The Constitution and Bye-laws of Wikimedia UK

### 1. The Association

1. The name of the Association constituted by this document is Wikimedia UK.
2. Wikimedia UK is a non-profitmaking Unincorporated Association and will remain so unless and until otherwise varied by the membership in General Meeting.
3. Wikimedia UK, as an unincorporated Association, is in effect an association of persons bound together by identifiable rules and having an identifiable membership which has chosen to achieve common Objects by means of those rules (“The Constitution”) and which will elect a governing body (“The Management Committee”) from time to time to carry them out on the behalf of the Association.
4. The Association shall operate through the United Kingdom of Great Britain and Northern Ireland.
5. An Unincorporated Association has no separate legal existence. It has no capacity to hold property nor borrow money and its debts are the personal liability of its collective members. Contracts for services may be acquired by Wikimedia UK by the Management Committee for which the Chair of the Management Committee is authorised to sign for the Association.
6. The variance of Wikimedia UK as an Unincorporated Association or the dissolution of Wikimedia UK shall take place only at an Extraordinary General Meeting called for that purpose and at which no other business may be transacted.
7. The income and property of the Association shall be applied solely towards the promotion of the Objects.
8. The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
  - (a) directly for the Objects; or
  - (b) by transfer to any Association or charities, based either in the United Kingdom or elsewhere, for purposes similar to the Objects; or
  - (c) to any other association for use for particular purposes that fall within the Objects;
9. In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity) and if no such resolution is passed by the members or the Management Committee the net assets of the Association shall be applied for charitable purposes as directed by the court or the Charity Commission.

### 2. The Objects

1. to enable, assist, promote and promulgate wider participation in the creation, dissemination and expansion of information and educational resources covering the world’s knowledge and languages to all persons, everywhere;
2. to further the development of electronic, printed, and other resources required to support such participation;
3. to produce, publish and develop, or cause to be produced, published and developed, information resources, whether in printed, electronic, or other forms;
4. to make use of or encourage the use of information resources for the advancement of education;
5. to encourage the adoption of practices and policies to widen education, participation and

dissemination of information worldwide;

6. to support and engage with other organisations and associations with similar objects where ever they may be situated;
7. to co-operate with other associations, charities, voluntary bodies and statutory authorities based either in the United Kingdom or elsewhere and to exchange information and advice with them;
8. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects, including trusts, associations, and institutions based overseas;
9. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity or any other similar overseas entity or trust formed for any of the Objects;
10. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves; and
11. to employ and remunerate such staff as are necessary for carrying out the work of the Association.

### **3. Membership**

1. Supporting membership is open to all individuals and organisations who support the Objects on payment of an annual fee.
2. Applications for membership must be in writing on the form provided by Wikimedia UK and must be accompanied by the appropriate fee payment.
3. Membership is not restricted to editors of the Wikimedia Foundation, Inc. projects.
4. The right to decline any application is reserved.
5. The rate of fees shall be determined by the Management Committee from time to time and shall be payable annually on the anniversary of the application for membership.
6. Membership shall not be transferable to anyone else.
7. Membership shall be terminated
  - (a) if the member dies;
  - (b) if the member resigns by written notice to the Secretary of the Management Committee;
  - (c) if any sum due from the member is not received in full within three months of it falling due; or
  - (d) where the Management Committee considers that continued membership may be detrimental to the Objects activities or membership of Wikimedia UK and that it is in the best interests of the Association that his or her membership is terminated.
8. The Management Committee shall maintain a register of names and addresses of the members.
9. Categories of membership will be:
  - (a) Individual Supporting Member
  - (b) Individual Supporting Member (concessionary)
  - (c) Individual Life Member
  - (d) Commercial Corporate Member
  - (e) Non-profit / NGO Corporate Member
10. The concessionary rate shall be available to anyone under 18 or who receives, or is entitled to receive, UK state benefits (other than state pension or child benefit).
11. The benefits accruing to each category of membership shall be determined by the Management Committee from time to time, but shall include the right
  - (a) to take part in furthering the Objects of Wikimedia UK
  - (b) to receive the current Constitution of Wikimedia UK
  - (c) to attend public and member-only events organised by Wikimedia UK

- (d) to attend and vote at the Annual General Meeting and any Extraordinary General Meetings of Wikimedia UK
  - (e) to submit items for the Annual General Meeting agenda
  - (f) to propose amendments to the Constitution of Wikimedia UK
  - (g) for non-corporate members only, to stand for elected office in Wikimedia UK
12. All members shall be obliged to adhere to the principles governing Wikimedia UK as laid down in the Constitution and to not bring the Association into disrepute.
  13. All members shall be obliged to abide by the decisions of the Management Committee on matters it is empowered to decide upon on behalf of the Wikimedia UK membership.

#### 4. Meetings

1. An Annual General Meeting must be held not fewer than ten months and more than fifteen months after the preceding annual general meeting.
2. The first meeting of the Association shall be an Annual General Meeting.
3. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
4. The Management Committee may call an extraordinary general meeting at any time.
5. The minimum periods of notice required to hold a general meeting of the Association are:
  - (a) twenty-one clear days for an annual general meeting, or an extraordinary general meeting called for the passing of a special resolution;
  - (b) fourteen clear days for all other extraordinary general meetings.
  - (c) A general meeting may be called by shorter notice if it is so agreed:
    - i. in the case of an annual general meeting, by all the members entitled to attend and vote; and
    - ii. in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
  - (d) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
  - (e) The notice of meeting must be given to all the members and to the auditors.
  - (f) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.
6. Proceedings at general meetings
  - (a) No business shall be transacted at any general meeting unless a quorum is present.
  - (b) Interventions from the floor, such as points of order or information or questions, must be put through the Chair of the meeting who will promote reasonable, succinct discussion of all Agenda items.
  - (c) Discussion on an item will cease when anyone present moves that “the motion now be put”.
  - (d) A quorum shall be:
    - i. 10 registered members; or
    - ii. one tenth of the total registered membership at the time  
whichever is the lesser.
  - (e) The authorised representative of a member being an organisation shall be counted in the quorum;
  - (f) The Management Committee may permit entry to the Annual General Meeting by non-members who shall not be able to vote but who may address the membership if invited to do so by the

Chair of the meeting. Such permission may be withdrawn during the meeting.

- (g) If:
  - i. a quorum is not present within half an hour from the time appointed for the meeting; or
  - ii. during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Management Committee shall determine.
- (h) The Management Committee must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (i) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- (j) General meetings shall be chaired by the person who has been appointed to chair meetings of the Management Committee or, if the Management Committee has nominated such a person, by the person, who must be a member of the Associate, who has been nominated to chair meetings by the Management Committee.
- (k) If there is no such person, or he or she is not present within fifteen minutes of the time appointed for the meeting, an Management Committee member nominated by the Management Committee shall chair the meeting.
- (l) If there is only one member of the Management Committee present and willing to act, he or she shall chair the meeting.
- (m) If no member of the Management Committee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- (n) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (o) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (p) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (q) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- (r) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:
  - i. by the person chairing the meeting; or
  - ii. by at least two members having the right to vote at the meeting; or
  - iii. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (s) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (t) The result of the vote must be recorded in the minutes of the Associate but the number or proportion of votes cast need not be recorded.
- (u) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (v) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (w) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

- (x) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (y) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (z) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (aa) The poll must be taken within 28 clear days after it has been demanded.
- (ab) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (ac) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- (ad) All voting shall be by simple majority except for amendments to this Constitution where the majority required shall be two-thirds of the votes cast.
- (ae) If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (af) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.
- (ag) Every member, whether an individual or an organisation, shall have one vote.
- (ah) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Association.
- (ai) Questions arising at a meeting shall be decided by a majority of votes cast.
- (aj) Any objection to the qualification of any member's entitlement to vote must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- (ak) Any organisation that is a member of the Association may nominate any person to act as its representative at any meeting of the Association.
- (al) The organisation must give written notice to the Association of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Management Committee. The nominee may continue to represent the organisation until written notice to the contrary is received by the Management Committee.
- (am) Any notice given to the Management Committee will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Management Committee shall not be required to consider whether the nominee has been properly appointed by the organisation.

## **5. Finance**

1. Wikimedia UK shall be funded from the proceeds accruing from its annual membership subscriptions, donations, functions and events, investments, advertising and other fund-raising projects.
2. The Management Committee will arrange for the funds of Wikimedia UK to be deposited in a reputable UK-based bank in a current account for everyday business and a savings account for reserve capital. The two accounts need not necessarily be held with the same institution. The signatory for any cheque book, debit card or other withdrawal options shall be the Chair or Treasurer or other individuals as appointed from time to time by the Management Committee.
3. The Wikimedia UK financial year shall run from 1 July to 30 June.
4. The Management Committee will arrange for Wikimedia UK accounts to be audited each year by a qualified Chartered Accountant. The auditor may or may not be a Wikimedia UK member who may or may not charge a fee.

5. Expenditure of Wikimedia UK funds exceeding £100 must be formally authorised by the Management Committee.
6. Management Committee members may claim reasonable expenses from Wikimedia UK funds.
7. The Management Committee will not gamble with Wikimedia UK funds nor commit them to any lottery. Funds must be administered as if for a Trust covered by the Trustee Investment legislation.

## **6. Management**

1. Wikimedia UK will be managed and administered by a Management Committee to be elected at each Annual General meeting.
2. The Management Committee shall administer Wikimedia UK in the best interests of its Objects and membership and ensure that management of WMUK is at all times conducted legitimately and appropriately.
3. A Management Committee member must be a natural person aged 18 years or older.
4. The number of members of the Management Committee shall be not fewer than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
5. A member of the Management Committee may not appoint an alternate to act on his or her behalf at meetings of the Management Committee.
6. The members of the Management Committee shall manage the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by the Act, this Constitution, or any special resolution.
7. No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the member of the Management Committees.
8. Any meeting of member of the Management Committees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the member of the Management Committees.
9. The Management Committee must keep, or cause to be minutes of all:
  - (a) appointments of officers made by the Management Committee;
  - (b) proceedings at meetings of the Association;
  - (c) meetings of the Management Committee and committees of Management Committee which shall include:
    - i. the names of the Management Committee present at the meeting;
    - ii. the decisions made at the meetings; and
    - iii. where appropriate, the reasons for the decisions.
10. The Management Committee shall prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts shall be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
11. The Management Committee shall keep accounting records as required by sections 221 and 222 of the Act.
12. If the Association is a charity registered with the Charity Commission, then:
  - (a) The Management Committee must comply with the requirements of the Charities Act 1993 with regard to:
    - i. the transmission of the statements of account to the Association;
    - ii. the preparation of an annual report and its transmission to the Commission;
    - iii. the preparation of an annual return and its transmission to the Commission.
13. The Management Committee must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities.

14. Any notice to be given to or by any person pursuant to the articles:
  - (a) must be in writing; or
  - (b) must be given using electronic communications.
15. The Association may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
16. A member who does not register an address with the Association, or who registers only a postal address that is not within the United Kingdom, shall not be entitled to receive any notice from the Association.
17. A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
18. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
19. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
20. A notice shall be deemed to be given:
  - (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic communication, 48 hours after it was sent.
21. The Management Committee 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 Association.
22. The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the Association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at General Meetings and meetings of the Management Committee in so far as such procedure is not regulated by the Act or by this Constitution;
  - (e) generally, all such matters as are commonly the subject matter of this Constitution.
23. The Association in general meeting has the power to alter, add to or repeal the rules or bye-laws.
24. The Management Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Association.
25. The rules or bye-laws, shall be binding on all members of the Association. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.