

1. Name

The name of the group shall be **CodeWith**

2. Aims

The mission is to create a space for adults to pursue programming-related learning and conversation, where everyone is valued, everyone has agency, and everyone is supported.

3. Membership

Membership is free.

Membership is open to anyone who:

- is aged 18 years old or over; and
- Is a resident of the United Kingdom; and
- supports the aims of CodeWith

A list of all members will be kept by the Vice Chair.

All members must express their interest in membership each year after the AGM business has been completed. Attendance at CodeWith events is not limited to members.

Ceasing to be a member

Members may resign at any time in writing to the Vice Chair. The Vice Chair may resign at any time in writing to another member of the committee.

Any member who has not expressed their interest in remaining a member by two weeks after the AGM, will be deemed to have resigned.

Anyone behaving in an offensive way or breaking the Code of Conduct will be reported to the Code of Conduct committee. The Code of Conduct Committee will then investigate and decide on the appropriate course of action to protect the community. This can include banning the individual from all CodeWith activities including but not limited to meetings, events, electronic media, mailing lists and/or revocation of their membership.

4. Equal Opportunities

CodeWith will not discriminate on any grounds, including but not limited to sex, race (including colour, ethnic or national origin), sexual orientation, disability, gender identity, religious or political belief, pregnancy or maternity, marital status, age or social background.

5. Officers and committee

The business of the group will be carried out by a Committee elected at the Annual General Meeting. The Committee will meet as necessary and not less than four times a year, including Members' meetings. All meetings which have a quorum of the Committee present will be considered a meeting of the Committee

The Committee will consist of a maximum of 8 members, including 5 Officer roles. Up to 2 additional members may be co-opted onto the committee at the discretion of the committee.

The Officers' roles are as follows:

- Chair, who shall chair both general and committee meetings
- Vice Chair, who shall be responsible for keeping records of members
- Secretary, who shall be responsible for the taking of minutes and the distribution of all papers
- Treasurer who shall be responsible for maintaining accounts.
- Equity Officer, who shall be responsible for implementing the Code of Conduct and chairing meetings of the Code of Conduct Committee

Initially, if there are fewer committee members than Officer positions, a committee member can fulfil more than one Officer role with the exception of Chair and Vice Chair.

In the event of an Officer standing down during the year a replacement will be elected by the next General Meeting of members.

At any point in time a quorum of the committee (to be no less than 3 people) can call a special general meeting to vote for removal of any other member of the Committee.

6. Meetings

The quorum for a general meeting will be 10% of the membership or 10 members, whichever is the greater number.

If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the Chairperson must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the Members present shall constitute a quorum.

Every individual Member and each organisation shall have one vote at General Meetings.

Absentee Votes

A Member who is absent from a general meeting may submit their opinions in writing to the Committee beforehand, such documents to be considered absentee votes.

Absentee votes may only validly be appointed by a notice in writing to a committee Member which:

- A. States the name and email address of the Member voting in absence;
- B. Identifies the general meeting in relation to which that vote is submitted;
- C. Is delivered to the committee in accordance with the Constitution and any instructions contained in the notice of the general meeting to which they relate.

The organisation may require absentee votes to be delivered in a particular form and may specify different forms for different purposes.

6.1. Annual General Meetings

An Annual General Meeting (AGM) will be held within fifteen months of the previous AGM.

All Members will be notified in writing at least 3 weeks before the date of the meeting, giving the venue, date and time.

Nominations for the Committee should be made to the Secretary before the meeting. If the Committee has remaining positions, nominations will then be taken at the meeting before a vote takes place.

At the AGM:

- The Committee will present a report of the work of CodeWith over the year.
- The Committee will present the accounts of CodeWith for the previous year.
- The Officers and Committee for the next year will be elected.
- Any proposals given to the Secretary at least 7 days in advance of the meeting will be discussed.

6.2 Special General Meetings

The Secretary will call a Special General Meeting at the request of the majority of the committee or at least eight other Members giving a written request to the Chair, Vice Chair or Secretary stating the reason for their request.

The meeting will take place within twenty-one days of the request.

All Members will be given two weeks notice of such a meeting, giving the venue, date, time and agenda, and notice may be by email. In cases where a decision must be made in a shorter timescale than 2 weeks a meeting may be called with agreement from the Committee.

6.3 Members' Meetings

Members' Meetings are open to all Members and will be held at least once every 3 months or more often if necessary.

All Members will be given two weeks' notice of such a meeting, giving the venue, date, time and agenda, and notice may be by email.

Where an important matter is to be considered, voting rules will be added to the agenda and sent out to attendees beforehand.

6.4 Committee Meetings

Committee meetings that are not open to all Members may be called by the Chair, Vice Chair or Secretary. Committee Members must receive notice of meetings at least 7 days before the meeting.

The quorum for Committee meetings is three Committee Members.

7. Rules of Procedure for meetings

All questions that arise at any meeting will be discussed openly and the meeting will seek to find general agreement that everyone present can agree to.

If a consensus cannot be reached a vote will be taken and a decision will be made by a simple majority of Members present. If the number of votes cast on each side is equal, the chair of the meeting shall have an additional casting vote.

8. Finances

If required, an account will be maintained on behalf of CodeWith at a bank agreed by the committee. Three cheque signatories will be nominated by the Committee (one to be the Treasurer). The signatories must not be related nor members of the same household.

All payments will be signed by two of the signatories.

- For cheque payments, the signatories will sign the cheque.
- For other payments, including but not limited to BACS payments, cash withdrawals, debit card payments or cash payments, a requisition note will be signed by two signatories, and held by the Treasurer.

Records of income and expenditure will be maintained by the Treasurer and a financial statement given at each Annual General Meeting.

All money raised by or on behalf of CodeWith is only to be used to further the aims of the group, as specified in section 2 of this Constitution.

9. Amendments to the Constitution

Amendments to the constitution may only be made at the Annual General Meeting or a Special General Meeting.

Any proposal to amend the Constitution must be given to the Secretary in writing. The proposal must then be circulated with the notice of meeting.

Any proposal to amend the Constitution will require a two thirds majority of those present and entitled to vote.

10. Dissolution

If a meeting, by simple majority, decides that it is necessary to close down the organisation it may call a Special General Meeting to do so. The sole business of this meeting will be to dissolve the organisation.

If it is agreed to dissolve the group, all remaining money and other assets, once outstanding debts have been paid, will be donated to a charitable organisation. The organisation will be agreed at the meeting which agrees the dissolution.

This Constitution was agreed at the Inaugural General Meeting of CodeWith on **20th January, 2021**.