

Version 5 | 26/11/2018

Unincorporated non-profit association



Constitution

The CodeDdraig Organisation

12 Larke Rise

Manchester

Greater Manchester

M20 2UL

United Kingdom

Email: contact@codedragon.org

Start of constitution

1. Name, location and laws

- a. The name of the Organisation (hereinafter referred to as “the Organisation”) shall be The CodeDdraig Organisation.
- b. The Organisation shall be based at the address 12 Larke Rise, Manchester, Greater Manchester, M20 2UL, United Kingdom.
- c. The Organisation shall work within the laws of England and Wales, United Kingdom and/or the European Union where appropriate.
- d. Disputes arising with the Organisation shall be settled under the law of England and Wales, as applicable.
- e. The English language version of this Constitution shall have precedence in case of any dispute, where translations of this Constitution have been provided by the Organisation.
- f. For the purposes of the law, and for the avoidance of doubt, the Organisation shall be an unincorporated non-profit association.

2. The Aims

- a. The Aims (hereinafter referred to as “the Aims”) of the Organisation are:
 - i. To allow users (primarily children) to learn and use HTML, CSS, JavaScript and other languages used in web development, through our online platform “CodeDragon”;
 - ii. To foster interest in the fields of Computer Science and programming more generally;

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- iii. To share our work with the wider technological community, by declaring certain parts of our software as “open source”;
- iv. To do the above whilst protecting our users from illegal content, cyberbullying and online predators;
- v. To promote the values of community, creativity, reasoning, and innovation whilst doing the above;
- vi. To do the above globally, without prejudice against race, nationality, gender, religion, sexual orientation, disability, gender identity or any other means;
- vii. To protect the data of our users whilst doing the above;
- viii. To act openly, honestly and fairly whilst doing the above;
- ix. To act in a way which adheres to the ‘non-profit’ status set out in Article 1, Clause (f) of this Constitution;
- x. To act within the law whilst doing the above.

3. The Committee

- a. The Committee shall govern the day-to-day running of the Organisation and its activities.
- b. The Committee shall be made up of members approved by the Committee.
- c. Membership:**
 - i. New members shall be admitted to the Committee by means of amendment of Article 3, Clause (c), Sub-Clause (ii) of this Constitution.
 - ii. The current members of the Committee are:

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1. Pal Peter Kerecsenyi
 2. Geza Domokos Kerecsenyi
 3. Annie Ellen Williams
 4. Sofia Francesca Risino
 5. Saim Khan
 6. Hugo Marfani
 7. Rose Dewsnap
- iii. The Committee shall have the power to approve or reject applications for membership.
 - iv. Membership of the Committee shall be open to anyone who:
 1. is aged under 21 years old; and
 2. lives in Greater Manchester or the surrounding area; and
 3. supports the Aims of the Organisation
 - v. The Committee shall have the power to terminate the membership of any member provided that the member shall have the right to be heard by the Committee before a final decision is made.
 - vi. Members of the Committee may at any time resign in writing to the Secretary.
 - vii. The termination of a membership shall be by means of amendment of Article 3, Clause (c), Sub-Clause (ii) of this Constitution.

d. Voting:

- i. All decisions taken by the Committee shall be taken by means of a simple majority vote.

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- ii. The votes of all Committee members are equal in value.
- iii. An exception to Article 3, Clause (d), Sub-Clause (ii) of this Constitution may be made where a vote is tied. In such cases, all employees, volunteers and trustees of the Organisation who are not members of the Committee shall vote to decide on the outcome.
- iv. An exception to Article 3, Clause (d), Sub-Clause (iii) of this Constitution may be made where a vote held by all employees and volunteers of the Organisation who are not members of the Committee is tied. In such a case, the vote shall be decided by the Chair.
- v. For a vote to be valid, all members of the Committee shall take part in the vote.
- vi. Voting may take place either in person or digitally.
- vii. The Secretary is required only to keep records of votes on occasions on which this Constitution is amended, or other “significant decisions”, at their discretion.

e. Chair:

- i. The Committee shall appoint a Chair from among themselves, by simple majority vote.
- ii. A Chair shall be appointed by means of amendment of Article 3, Clause (e), Sub-Clause (iii) if this Constitution.
- iii. The Chair of the Organisation shall be **Pal Peter Kerecsenyi**, until 18 months from the date on which this Constitution is signed.
- iv. The Chair may serve an unlimited number of terms.

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- v. The Chair may resign from their post, by means of notification of the Committee, by signed letter.
- vi. The Chair may be impeached from their post by a two-thirds majority of the Committee, if it can be proved they have committed a crime under the laws stated in Article 1 of this Constitution, brought the Organisation into disrepute, or have performed actions contrary to the Aims of the Organisation.
- vii. Should the Chair leave their post, either through resignation, impeachment, or loss of an election, this shall be enacted by means of amendment of Article 3, Clause (e), Sub-Clause (iii) of this Constitution.
- viii. Should the Chair leave their post, either through resignation, impeachment, or loss of an election, a vote to appoint a new Chair must be held within 14 days after the date this Constitution was amended for the purposes of Article 3, Clause (e), Sub-Clause (vii) of this Constitution.
- ix. The responsibilities and duties of the Chair shall be:
 - 1. To provide leadership to both the Committee and the Organisation more generally;
 - 2. To preside over meetings of the Committee;
 - 3. To ensure the smooth running of the Committee, including the review of the Committee's performance;
 - 4. To ensure the effective management of the Organisation;
 - 5. To represent the Organisation as its figurehead.
- x. The Chair may veto any decision of the Committee.

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- xi. The Committee has the power to overturn the veto of the Chair, should a majority of two-thirds be achieved.
- xii. The Committee may delegate the responsibilities of the Chair to a Committee member at any time, whilst the Chair still remains in post.

f. Secretary:

- i. The Committee shall appoint a Secretary from among themselves, by simple majority vote.
- ii. A Secretary shall be appointed by means of amendment of Article 3, Clause (f), Sub-Clause (iii) if this Constitution.
- iii. The Secretary of the Organisation shall be **Pal Peter Kerecsenyi**, until 18 months from the date on which this Constitution is signed.
- iv. The Secretary may serve an unlimited number of terms.
- v. The Secretary may resign from their post, by means of notification of the Committee, by signed letter.
- vi. The Secretary may be impeached from their post by a two-thirds majority of the Committee, if it can be proved they have committed a crime under the laws stated in Article 1 of this Constitution, brought the Organisation into disrepute, or have performed actions contrary to the Aims of the Organisation.
- vii. Should the Secretary leave their post, either through resignation, impeachment, or loss of an election, this shall be enacted by means of amendment of Article 3, Clause (f), Sub-Clause (iii) of this Constitution.

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- viii. Should the Secretary leave their post, either through resignation, impeachment, or loss of an election, a vote to appoint a new Chair must be held within 14 days after the date this Constitution was amended for the purposes of Article 3, Clause (f), Sub-Clause (vii) of this Constitution.
- ix. The responsibilities and duties of the Secretary shall be:
 1. To ensure meetings, correspondences and decisions are effectively organised and minuted;
 2. To manage and maintain effective records and administration;
 3. To uphold the legal requirements of the Organisation;
 4. To manage communication and correspondence of the Organisation, both internal and external.

g. Treasurer:

- i. The Committee shall appoint a Treasurer from among themselves, by simple majority vote.
- ii. A Treasurer shall be appointed by means of amendment of Article 3, Clause (g), Sub-Clause (iii) if this Constitution.
- iii. The Treasurer of the Organisation shall be **Geza Domokos Kerecsenyi**, until 18 months from the date on which this Constitution is signed.
- iv. The Treasurer may serve an unlimited number of terms.
- v. The Treasurer may resign from their post, by means of notification of the Committee, by signed letter.

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- vi. The Treasurer may be impeached from their post by a two-thirds majority of the Committee, if it can be proved they have committed a crime under the laws stated in Article 1 of this Constitution, brought the Organisation into disrepute, or have performed actions contrary to the Aims of the Organisation.
- vii. Should the Treasurer leave their post, either through resignation, impeachment, or loss of an election, this shall be enacted by means of amendment of Article 3, Clause (g), Sub-Clause (iii) of this Constitution.
- viii. Should the Treasurer leave their post, either through resignation, impeachment, or loss of an election, a vote to appoint a new Chair must be held within 14 days after the date this Constitution was amended for the purposes of Article 3, Clause (g), Sub-Clause (vii) of this Constitution.
- ix. The responsibilities and duties of the Treasurer shall be:
 1. To have general financial oversight of the Organisation;
 2. To control funding, fundraising and sales on behalf of the Organisation;
 3. To have responsibility for the Organisation's financial planning and budgeting;
 4. To have responsibility for the Organisation's financial reporting;
 5. To have responsibility for the Organisation's banking, bookkeeping and financial record keeping.
 6. To manage the Organisation's sponsorship relations with external organisations and companies.

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- 7. To have control of the Organisation’s fixed assets, liquid assets and stock.
- h. To perform the Aims of the Organisation, the Committee has the powers to:
 - i. Obtain, collect and receive money or funds by way of contributions, donations, grants and any other lawful method towards the Aims of the Organisation.
 - ii. Associate local authorities, voluntary organisations and the residents of the Manchester, UK area in a common effort to carry out the Aims of the Organisation.
 - iii. Do all such lawful things as will further the Aims of the Organisation.
- i. Committee members shall be aware that at all times, they are serving as an ambassador of the Organisation and advocating its mission, both internally and externally.
- j. Committee members must at all times act in the interest of the Organisation and its Aims.

4. The Director

- a. If any one member of the Committee is under the age of 18 years, the Committee shall appoint a Director.
- b. As the seven members of the Committee are currently under the age of 18 years, it is necessary for the Committee to appoint a director.
- c. The Director must be over the age of 18 years.
- d. The Director must not be a member of the Committee, and will not be a member of the Committee upon appointment.

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- e. The Director shall not enjoy the rights associated with being a member of the Committee, including voting rights.
- f. The Director shall not be involved in the day-to-day running of the Organisation.
- g. The Committee shall appoint a Director by simple majority vote.
- h. A Director shall be appointed by means of amendment of Article 4, Clause (i) of this Constitution.
- i. The Director of the Organisation shall be **Peter Imre Kerecsenyi**, until 18 months from the date on which this Constitution is signed.
- j. The Director may serve an unlimited number of terms.
- k. The Director may resign from their post, by means of notification of the Committee, by signed letter.
- l. The Director may be impeached from their post by a two-thirds majority of the Committee, if it can be proved they have committed a crime under the laws stated in Article 1 of this Constitution, brought the Organisation into disrepute, or have performed actions contrary to the Aims of the Organisation.
- m. Should the Director leave their post, either through resignation, impeachment, or loss of an election, this shall be enacted by means of amendment of Article 4, Clause (i) of this Constitution.
- n. Should the Director leave their post, either through resignation, impeachment, or loss of an election, a vote to appoint a new Director must be held within 14 days after the date this Constitution was amended for the purposes of Article 4, Clause (m) of this Constitution.
- o. The responsibilities and duties of the Director shall be:

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- i. To (legally) represent the Organisation and its Committee;
 - ii. To act as the ‘named person’ in any external agreements where a Committee member cannot fulfil this role, or where the Committee would have the Director carry out this role, and carry out the obligations in such an external agreement.
 - iii. To provide advice and guidance to the Committee as required and requested;
 - iv. To act as a good ambassador for the Organisation, and adhere to its Aims.
- p. The Director may act in place of the Treasurer in financial activities that cannot be performed by a member of the Committee under the age of 18.
 - q. The Director shall be aware that at all times, they are serving as an ambassador of the Organisation and advocating its mission, both internally and externally.
 - r. The Director must at all times act in the interest of the Organisation and its Aims.
 - s. It is forbidden for the Director to make personal financial gain from the Organisation.
 - t. The Director shall have the right to veto any decision of the Committee.

5. Meetings

a. Annual General Meetings:

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- i. An Annual General Meeting (AGM) shall be held within fifteen months of the previous AGM.
- ii. All members of the Committee shall be notified in writing at least 14 days before the date of the meeting, giving the venue, date, and time.
- iii. At least 5 members of the Committee shall attend the AGM.
- iv. **At the AGM:**
 - 1. The Committee will present a report of the work of the Organisation over the year.
 - 2. The Committee will present the accounts of the Organisation for the previous year.
 - 3. All other important current matters will discussed.

b. Special General Meetings:

- i. The Secretary shall call a Special General Meeting (SGM) at the request of the majority of the Committee.
- ii. The meeting will take place within 21 days of the request.
- iii. All members of the Committee shall be notified in writing at least 14 days before the date of the meeting, giving the venue, date, and time.
- iv. At least 4 members of the Committee shall attend the SGM.

c. Committee Meetings:

- i. A Committee Meeting must be held at least once every three months.

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- ii. All members of the Committee shall be notified in writing at least 14 days before the date of the meeting, giving the venue, date, and time.
- iii. All members of the Committee shall attend the Committee Meeting.

6. Accounts

- a. The funds of the Organisation including all donations, contributions and bequests, shall be paid into an account operated by the Committee.
- b. All cheques drawn on the account must be signed by at least two members of the Committee, of which one must be the Treasurer.
- c. All purchases made on behalf of the Organisation must be approved by at least two members of the Committee, of which one must be the Treasurer.
- d. The funds belonging to the Organisation shall be applied only to further the Aims of the Organisation.
- e. A current record of all income, funding and expenditure will be kept.

7. Dissolution

- a. The Organisation may be dissolved by a resolution passed unanimously by the Committee, and approved by the Chair and Director.
- b. If dissolution is confirmed, the Committee shall distribute any assets remaining after the payment of all bills to other charitable group(s) or organisation(s) having aims similar to the Organisation or some other charitable purpose(s) as the Organisation may decide.

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8. Revision and amendments

- a. An amendment to this Constitution means any addition to, removal from or editing to the text of this Constitution.
- b. Amendments of this Constitution must be approved by a two-thirds majority of the Committee, the Chair, the Treasurer, the Secretary and the Director.
- c. When an Amendment is made, the Constitution must be published anew, with a new version number.
- d. In order for the constitution to be valid, Article 9 of it must be signed in blue ink by all Committee members, the Chair, the Treasurer, the Secretary and the Director.
- e. In order for the constitution to be valid, every page of it must be initialled in blue ink by all Committee members, the Chair, the Treasurer, the Secretary and the Director.
- f. In respect to Article 8, Clause (d) and Article 8, Clause (e) of this Constitution, digital signatures are not acceptable.
- g. An exception can be made to this constitution in terms of Article 7, Clause (b), Article 8, Clause (d) and Article 8, Clause (e) of this Constitution, where the amendment directly affects the position of the Chair, the Treasurer or the Secretary. In these cases, a signature or initial is not required from the person affected by the amendment. Further, the person affected shall not have a Committee vote on the amendment.
- h. The vetoes of the Chair and Director shall be revoked in cases where amendments affect them personally.

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9. Signatures

Name	Role	Signature	Date
Peter Imre Kerecsenyi	Director		
Pal Peter Kerecsenyi	Committee member Chair Secretary Development Lead		
Geza Domokos Kerecsenyi	Committee member Treasurer Marketing Lead Legal Lead		
Annie Ellen Williams	Committee member Education Review Lead		
Sofia Francesca Risino	Committee member Education Review Lead		
Saim Khan	Committee member Education Lead		
Hugo Marfani	Committee member Education Lead		
Rose Dewsnap	Committee member Human Resources Lead		

End of constitution

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