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 advance the education of the field of computer science, especially the field of web development, for the public benefit of all people in any part of the world, especially children aged between 7 and 14 in the United Kingdom, by teaching and allowing the use of the programming languages of the web (namely HTML, CSS and JavaScript), either through our online platform “CodeDragon” (available at https://codedragon.org), or by any other means;
      
      ii. To share our work with the wider technological community, by declaring certain parts of our software as “open source”;
      
      iii. To do the above whilst protecting our users from illegal content, cyberbullying and online predators;

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iv. To promote the values of community, creativity, reasoning, and innovation whilst doing the above;

v. To do the above globally, without prejudice against race, nationality, gender, religion, sexual orientation, disability, gender identity or any other means;

vi. To protect the data of our users whilst doing the above;

vii. To act openly, honestly and fairly whilst doing the above;

viii. To act in a way which adheres to the 'non-profit' status set out in Article 1, Clause (f) of this Constitution;

ix. 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. The Committee must keep a register of names and addresses of the members which must be made available to any member upon request.

ii. The Committee shall have the power to approve or reject applications for membership.

1. The Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

2. The Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

3. The Committee must consider any written representations the applicant may make about the decision. The Committee's decision following any
written representations must be notified to the applicant in writing but shall be final.

iii. Membership of the Committee shall be open to anyone who:

1. is aged under 25 years old; and

2. lives in Greater Manchester or the surrounding area; and

3. supports the Aims of the Organisation.

iv. Membership is terminated if:

1. the member dies;

2. the member resigns by written notice to the Organisation unless, after the resignation, there would be less than two members;

3. any sum due from the member to the Organisation is not paid in full within six months of it falling due;

4. the member is removed from membership by a resolution of the Committee that it is in the best interests of the Organisation that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

5. the member has been given at least twenty one days' notice in writing of the meeting of the Committee at which the resolution will be proposed and the reasons why it is to be proposed;

6. the member or, at the option of the member, the member's representative (who need not be a member of the Organisation) has been allowed to make representations to the meeting.

d. Voting:

i. All decisions taken by the Committee shall be taken by means of a simple majority vote.
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, the Director and all volunteers 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 the Director and all 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. The Committee shall re-appoint a Chair from among themselves every 18 months, by simple majority vote.

iii. The Chair may serve an unlimited number of terms.

iv. The Chair may resign from their post, by means of notification of the Committee, by signed letter.

v. 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.

vi. Should the Chair leave their post, either through resignation, impeachment, or loss of an election, a vote to
vii. 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.

viii. The Chair may veto any decision of the Committee.

ix. The Committee has the power to overturn the veto of the Chair, should a majority of two-thirds be achieved.

x. 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. The Committee shall re-appoint a Secretary from among themselves every 18 months, by simple majority vote.

iii. The Secretary may serve an unlimited number of terms.

iv. The Secretary may resign from their post, by means of notification of the Committee, by signed letter.

v. 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.

vi. 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 of the resolution.

vii. 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. The Committee shall re-appoint a Treasurer from among themselves every 18 months, by simple majority vote.

iii. The Treasurer may serve an unlimited number of terms.

iv. The Treasurer may resign from their post, by means of notification of the Committee, by signed letter.

v. 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.

vi. 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 of the resolution.
vii. 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;
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 that supports 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. The Director must be over the age of 18 years.

c. The Director must not be a member of the Committee, and will not be a member of the Committee upon appointment.

d. The Director shall not enjoy the rights associated with being a member of the Committee, including voting rights.

e. The Director shall not be involved in the day-to-day running of the Organisation.

f. The Committee shall appoint a Director by simple majority vote.

g. The Committee shall re-appoint a Director every 18 months, by simple majority vote.

h. The Director may serve an unlimited number of terms.

i. The Director may resign from their post, by means of notification of the Committee, by signed letter.

j. 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.

k. 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 of the resolution.

l. The responsibilities and duties of the Director shall be:

   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.

m. 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.

n. 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.

o. The Director must at all times act in the interest of the Organisation and its Aims.

p. It is forbidden for the Director to make personal financial gain from the Organisation.

q. The Director shall have the right to veto any decision of the Committee.

5. Meetings

a. Annual General Meetings:

   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 4 members of the Committee shall attend any given AGM.

   iv. At the AGM:

       1. The Committee will present a report of the work of the Organisation over the previous year.
2. The Committee will present the accounts of the Organisation for the previous year.

3. All other important current matters will be 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.
   ii. All members of the Committee shall be notified at least 2 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 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.

c. The funds belonging to the Organisation shall be applied only to further the Aims of the Organisation.

d. A current record of all income, funding and expenditure will be kept.

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7. Dissolution

a. If the members resolve to dissolve the charity the Committee Members will remain in office as Committee Members and be responsible for concluding and terminating the affairs of the Organisation in accordance with this clause.

b. The Committee Members must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

c. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).

d. The Committee must apply any remaining property or money:
   i. directly for the Aims of the Organisation;
   ii. by transfer to any charity or charities for purposes the same as or similar to the charity;
   iii. in such other manner as the Charity Commission for England and Wales (‘the Commission’) may approve in writing in advance.

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 to 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. No Amendment shall be made to the Constitution which would have the effect of making the Organisation cease to be a charity at law.
e. In order for the constitution to be valid, Article 9 of it must be signed in blue ink by the Chair, the Treasurer, the Secretary and the Director.

f. In order for the constitution to be valid, every page of it must be initialled in blue or black ink by all Committee members, the Chair, the Treasurer, the Secretary and the Director.

g. In respect to Article 8, Clause (e) of this Constitution, digital signatures are not acceptable.

h. An exception can be made to this constitution in terms of 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. Furthermore, the person affected shall not have a Committee vote on the amendment.

i. The vetoes of the Chair and Director shall be revoked in cases where amendments affect them personally.
# 9. Signatures

<table>
<thead>
<tr>
<th>Role</th>
<th>Signature</th>
<th>Date</th>
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<tbody>
<tr>
<td>Chair: Pal Peter Kerecseyi</td>
<td>PPK</td>
<td>17/11/19</td>
</tr>
<tr>
<td>Secretary: Pal Peter Kerecseyi</td>
<td>PPK</td>
<td>13/11/19</td>
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<tr>
<td>Treasurer: Greg Donohue Kerecseyi</td>
<td></td>
<td>14/11/19</td>
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<tr>
<td>Director: Peter Irene Kerecseyi</td>
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<td>13/11/2019</td>
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<tr>
<td>Committee Member: Alexander James Howells</td>
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<td>Committee Member: Ishaan Anand</td>
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<td>Committee Member: Sam John Murphy</td>
<td></td>
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<tr>
<td>Committee Member: Annie Williams</td>
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**End of constitution**

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