

Constitution of the Association for the Advancement of Affective Computing

adopted on the 1 December 2018

PART 1

Principal Definitions

In this constitution the following definitions shall apply:

Association: the Association for the Advancement of Affective Computing (with the abbreviated form known as AAAC) for which this document is the adopted constitution.

Commission: the Charity Commission for England and Wales

Conference: the biennial conference of the Association as provided in clause 3.3 and clause 35.

EC: the Executive Committee for the management and administration of the Association as provided in clause 17.

Editor: the editor of the website maintained by and for the Association.

MB: the Management Board of the Association exercising such powers of the Association as may be delegated as provided in clause 24.

Member and or **Members:** members of the Association as provided in clause 8.

Objects: the objects of the Association set out in clause 3.

President: the president of the Association chosen in accordance with clause 13.

President Elect: the chosen successor of the President of the Association

Portal: the website of the Association

Trustees: the trustees of the Association as defined in clause 17

1. Adoption of the constitution

- 1.1 The Association and its property will henceforth be administered and managed in accordance with the provisions in Parts 1, 2 and 3 of this constitution which is intended to be in substitution for the existing constitution of the Association dated 5th June 2007.
- 1.2 The existing officers of the Association set out in the Schedule hereto are to continue in office under the terms of this substituted constitution.
- 1.3 The Association is the successor of the Humaine Association.

2. Name

- 2.1 The Association's name is the Association for the Advancement of Affective Computing.

- 2.2 The administrative address is: The Association for the Advancement of Affective Computing, care of Tyndallwoods Solicitors, 29 Woodbourne Road, Birmingham B17 8BY.
- 2.3 The WWW address is: <http://emotion-research.net>.
- 2.4 The e-mail address is: aaac@emotion-research.net.

3. Objects

- 3.1 The Association's objects are:
 - to advance the education of the public in general (and particularly amongst specialists in the field) on the subject of affective computing and to promote research for the public benefit in all aspects of that subject and to publish the useful results in such ways as the Association trustees may determine.
- 3.2 Nothing in this constitution shall authorise an application of the property of the Association for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.
- 3.3 The Association will organize an international conference at least every two years as provided in clause 35. The conference will be called the "AAAC International Conference on Affective Computing and Intelligent Interaction" unless otherwise agreed by the EC (as defined in clause 17 below).

4. Application of income and property

- (1) The income and property of the Association shall be applied solely towards the promotion of the Objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Association. This does not prevent a Member who is not also a Trustee from receiving:
 - (a) a benefit from the Association in the capacity of a beneficiary of the Association;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Association.

5. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the Association on terms preferential to those

applicable to members of the public;

- (b) sell goods, services or any interest in land to the Association;
- (c) be employed by, or receive any remuneration from, the Association;
- (d) receive any other financial benefit from the Association;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Association Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting Trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from the Association in the capacity of a beneficiary of the Association provided that a majority of the Trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the Association with goods that are not supplied in connection with services provided to the Association by the Association trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the Trustee or connected person to the Association. The amount of the rent and the other terms of the lease must be reasonable and proper. The Association trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

(3) Payment for supply of goods only - controls

The Association and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Association and the Association trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Association.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the Association to

contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the Association trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Association.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the Association trustees in the minute book.
- (g) A majority of the Association trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

(4) Contracts and Payments

- (a) Contracts on behalf of the Association shall be signed by the President and one other member of the MB.
- (b) All payments by the Association shall be made by or signed by the Treasurer. For payments which are not implied by the approved budget and which are beyond the maximum amount to which the EC has given its authorization, advance permission by the EC is required. The Treasurer may delegate this authority to other members of the MB.
- (c) The financial report and the budget for the next calendar year have to be approved by the EC before three months have passed in the calendar year of the budget.
- (d) The budget for the Conference shall be approved by the EC and the host institution (the "Organisation Chair"). A distribution of profits and losses between the Organisation Chair and the Association shall be an appendix to the agreement between the Association and the Organisation Chair. The budget of the Conference is not part of the budget of the Association.
- (e) The EC shall determine the membership dues of the Association and the method and time of payment.
- (f) Any person acting in good faith for or on behalf of the Association and with the approval of the EC, shall be indemnified by the Association against any expenses incurred in connection with any claim or suit arising from that action.

(5) In sub-clauses (2) and (3) of this clause:

- (a) 'the Association' includes any company in which the Association:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more Trustees to the board of the company.
- (b) 'connected person' includes any person within the definition set out in clause 34

(Interpretation).

6. Dissolution

- (1) If the members resolve to dissolve the Association the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Association in accordance with this clause.
- (2) The Trustees must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association.
- (3) The Trustees must apply any remaining property or money:
 - (a) directly for the Objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the Association;
 - (c) in such other manner as the Commission may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Trustees are to apply the remaining property or assets of the Association and the Trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) 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).
- (6) The Trustees must notify the Commission promptly that the Association has been dissolved. If the Trustees are obliged to send the Association's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Association's final accounts.

7. Amendment of constitution

- (1) The Association may amend any provision contained in Part 1 of this constitution provided that:
 - (a) no amendment may be made that would have the effect of making the Association cease to be a charity at law;
 - (b) no amendment may be made to alter the Objects if the change would undermine or work against the previous objects of the Association;
 - (c) no amendment may be made to clauses 4 or 5 without the prior written consent of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty

one days of it being passed.

PART 2

8. Membership

- (1) Membership is open to individuals over eighteen or organisations who are approved by the Trustees upon an application for Membership and payment of dues.
- (2)
 - (a) The Trustees may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.
 - (b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The Trustees must keep a register of names and addresses of the members which must be made available to any Member upon request.
- (5) No Member shall be personally liable for any indebtedness, obligation or liability of the Association.

9. Termination of Membership

Membership is terminated if:

- (1) the Member dies or, if it is an organisation, ceases to exist;
- (2) the Member resigns by written notice to the Association unless, after the resignation, there would be less than two members;
- (3) any sum due from the Member to the Association is not paid in full within six months of it falling due;
- (4) the Member is removed from Membership by a resolution of the Trustees that it is in the best interests of the Association that his or her Membership is terminated. A resolution to remove a Member from Membership may only be passed if:
 - (a) the Member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Association) has been allowed to make representations to the meeting.
- (5) Following a resolution to terminate Membership the EC shall send written notice of the decision to the Member, stating the reasons therefore.

- (6) Resignation does not relieve the resigning Member from any obligation owed to the Association.

10. General meetings

- (1) The Association must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The Trustees may call a special general meeting at any time.
- (5) The Trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the Membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.
- (6) The annual general meeting may be held:
 - (a) At the Conference;
 - (b) At another occasion, having been approved by the EC at least six months in advance;
 - (c) Via electronic means, organized by the MB.
- (7) A meeting of EC Members may be held immediately before or after an annual meeting of Members, if requested by an EC Member.

11. Notice

- (1) The minimum period of notice required to hold any general meeting of the Association is fourteen clear days from the date on which the notice is deemed to have been given.
 - (2) A general meeting may be called by shorter notice, if it is so agreed by all the Members entitled to attend and vote.
 - (3) 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.
 - (4) The notice must be given to all the Members and to the Trustees in an appropriate Association publication and via electronic mail. Such notice shall set forth those matters which the EC intends to present for action by the Members. These matters include the annual reports and the budgets and, biennially the voting for the new EC Members or the MB Members.
- 5.5 Agenda, reports, budget and other relevant documentation for the meetings should be available to the Members at least two weeks before the actual meeting or the ballot (by electronic mail) takes place. During this period all Members are allowed to comment on this documentation and specifically propose additional topics for the agenda or candidates for the EC. The MB should enable the dissemination of these comments to all other Members.

12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 5% of Members entitled to vote upon the business to be conducted at the meeting provided that if less than one-third of the Members are present the only matters that may be voted on at that meeting are those of which notice was given. If the meeting and/or ballot is held by electronic means, one-third of the Members shall constitute a quorum.
- (3) The authorised representative of a Member organisation shall be counted in the quorum.
- (4) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Trustees shall determine.
- (5) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (6) If no quorum is present at the re-convened 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.
- (7) Voting may take place by a show of hands of those present at a meeting of the Members or by electronic, paper or mixed ballot. Approval at a meeting shall be by majority vote. Approval by ballot shall be by majority vote provided that the number of votes cast exceeds that which would constitute a quorum at a meeting of the Members.
- (8) Electronic, paper or mixed ballots shall be organised by the MB, who shall distribute one ballot to each Member, specifying the time by which the ballot must be received in order to be counted.
- (9) The decisions made by majority vote at a Meeting of Members overrule decisions made by the EC or the MB.

13. President

- (1) General meetings shall be chaired by the person who has been elected as President. The term of office of the President shall be two years.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (3) if there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee 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.
- (5) The President shall be responsible for coordinating the activities of the MB and initiating the consultation of the EC and shall respectively chair the meetings of the EC or the MB. The President shall represent the Association in dealing with third parties. He or she shall perform such

other duties as may be prescribed by the EC. He or she may assign duties to other Trustees EC Members.

- (6) The President-Elect shall succeed the President. The President-Elect shall take over the duties of the President when the President is not able to observe these duties. The President-Elect shall be elected every two years.
- (7) The outgoing President shall take the role of Secretary. The Secretary shall prepare the annual report of activities and finance of the Association, and the budget for the next year. The term of the Secretary shall be two years.

14. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) 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 re-convened meeting stating the date time and place of the meeting.

15. Votes

- (1) Each Member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) 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.

16. Representatives of other bodies

- (1) Any organisation that is a Member of the Association may nominate any person to act as its representative at any meeting of the Association.
- (2) 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 Association. The nominee may continue to represent the organisation until written notice to the contrary is received by the Association.
- (3) Any notice given to the Association will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Association shall not be required to consider whether the nominee has been properly appointed by the organisation.

17. Officers and Trustees

- (1) The Association and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution known as the Executive Committee. The officers and other members of the EC shall be the Trustees of the Association.

- (2) The Association shall have the following officers:
 - (a) A chair to be known as the President,
 - (b) A secretary,
 - (c) A treasurer,
 - (d) the Editor of the Portal, and
 - (e) the President Elect.
- (3) A Trustee and any member of a sub committee must be a Member of the Association or the nominated representative of an organisation that is a Member of the Association.
- (4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 20.
- (5) The number of Trustees in addition to the five prescribed by clause 17(2) shall be not more than 13 and not less than 5 (unless otherwise determined by a resolution of the Association in general meeting).
- (6) The first Trustees (including officers) shall be those persons in post from the Humaine Association as an unincorporated association as at the date of the meeting at which this constitution is adopted being those set out in the Schedule.
- (7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.
- (8) The President shall be elected by the Trustees from amongst their number.
- (9) The Trustees shall submit to re-election by rotation no longer than six years from the date of their appointment to office.
- (10) The EC may extend or decrease the number of positions in the MB and/or elect or re-elect members for these positions.
- (11) A vacancy in either the EC or the MB may be filled at a meeting of the Association.

18. Appointment of Trustees

- (1) The Association in general meeting shall elect the officers and the other Trustees.
- (2) The Trustees may appoint any person who is willing to act as a Trustee. Subject to sub-clause 5(b) of this clause, they may also appoint Trustees to act as officers.
- (3) Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a Trustee or an officer at any annual general meeting unless prior to the meeting the Association is given a notice that:
 - (a) is signed by a Member entitled to vote at the meeting;

- (b) states the Member's intention to propose the appointment of a person as a Trustee or as an officer;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) (a) The appointment of a Trustee, whether by the Association in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.
- (b) The Trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

19. Powers of Trustees

- (1) The Trustees must manage the business of the Association and have the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
 - (j) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (k) to do all such other lawful things as are necessary for the achievement of the Objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

20. Disqualification and removal of Trustees

A Trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a Member of the Association;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Trustee by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.
- (6) is removed as a Trustee by simple majority vote of the EC.

21. Proceedings of Trustees

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one-third of the total number of Trustees, whichever is the greater.
- (8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

- (10) The person elected as the President shall chair meetings of the Trustees.
- (11) If the President is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
- (13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.
- (15) The business of the EC need not be carried out in person and may be carried out through written or visual electronic means of communication. In writing shall include electronic means.

22. Conflicts of interests and conflicts of loyalties

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not been previously declared; and
- (2) absent himself or herself from any discussions of the Association trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Association trustees on the matter.

23. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Association trustees, or of a committee of the Association trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that charity Trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the Association trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the Association trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the Association Trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24. Delegation

- (1) The Trustees may delegate any of their powers or functions to the MB or such other sub committees as they may feel appropriate but the terms of any such delegation must be recorded in the minute book.
- (2) The MB shall consist of the President, the President-Elect, the secretary, the treasurer and the Portal Editor with upto three Trustees.
- (3) The Trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate ;
 - (b) no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Trustees;
 - (c) the MB shall seek the approval of initiating actions that are not implied by earlier decisions, statutes or customs from the EC. This approval may be obtained post-hoc, but not later than six weeks after the decision has been made.
- (4) The Trustees may revoke or alter a delegation.
- (5) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

25. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if, without:
 - (d) the vote of that Trustee; and
 - (e) that Trustee being counted in the quorum,the decision has been made by a majority of the Trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
 - (a) the Trustees

- (b) any committee of the Trustees
- (c) the Association in general meeting

shall be invalidated by reason of the failure to give notice to any Trustee or Member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Member or the beneficiaries of the Association.

26. Minutes

The Trustees must keep minutes of all:

- (1) appointments of officers and Trustees made by the Trustees; proceedings at meetings of the Association;
- (2) meetings of the Trustees and committees of Trustees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

27. Accounts, Annual Report, Annual Return

- (1) The Trustees must comply with their obligations under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the Association;
 - (b) the preparation of annual statements of account for the Association;
 - (c) the transmission of the statements of account to the Commission;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

28. Registered particulars

The Trustees must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities.

29. Property

- (1) The Trustees must ensure the title to:
 - (a) all land held by or in trust for the Association that is not vested in the Official Custodian of Charities; and
 - (b) all investments held by or on behalf of the Association, is vested either in a corporation

entitled to act as custodian trustee or in not less than three individuals appointed by them as holding Trustees.

- (2) The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Association.
- (3) The Trustees may remove the holding Trustees at any time.

30. Repair and insurance

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Association (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

31. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) 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.
- (3) 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.
- (4) 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.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) 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.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

32. Rules

- (1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.

- (2) 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 meeting and meetings of the Trustees in so far as such procedure is not regulated by this constitution;
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Association to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Association in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Association.
- (5) 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.

33. Disputes

If a dispute arises between members of the Association about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

34. Interpretation

In this constitution '**connected person**' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (2) the spouse or civil partner of the Trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the Trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together

- (5) a body corporate in which -
- (a) the Association Trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - (6) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

PART 3
Additional Provisions

35. THE CONFERENCE

- 35.1 The EC shall invite bids to hold and manage the Conference and may appoint the successful application and approve the budget for the Conference at their discretion.
- 35.2 The EC shall appoint the Organisation Chair to whom they may delegate the formation of an Organisation Committee.
- 35.3 The Organisation Committee may appoint the Conference Chair and the Program Chair. The Program Chair shall form a Program Committee.
- 35.4 The Program Chair is responsible for the program and the publication of the proceedings of the Conference. The Program Chair does not need approval of any Member of the Association for decisions regarding the content of the Conference.
- 35.5 In the event that there are no bids to hold the Conference the President in conjunction with the EC may make such appropriate arrangements for the continuation of the Conference as may seem to them appropriate in all of the circumstances.

36. THE PORTAL

- 36.1 The Portal shall have an editor (the "Editor") and at least two associate editors (the "Associate Editors"). The Editor and the Associate Editors jointly shall form the editorial board (the "Editorial Board").
- 36.2 The Editor shall be elected or re-elected every six years by the EC. The Editorial Board of the Portal has the exclusive right to propose candidate editors.
- 36.3 The Editor shall appoint the Associate Editors.
- 36.4 The Editor shall prepare the annual financial report and a budget for the next year for the Portal, and shall have it included in the annual report and the budget of the Association.
- 36.5 The Editor is exclusively responsible for the content of Portal.

THE SCHEDULE
Officers

Officer	Name
President (chair)	Hatice Gunes
Secretary	Dirk Heylen
Treasurer	Michel Valstar
Editor	Khiet Truong
Executive Committee Members (Trustees)	Arvid Kappas Björn Wolfgang Schuller Dirk Karel Julia Heylen Hatice Gunes Jeffrey F. Cohn Jonathan Gratch Joost Broekens Laurence Devillers Deschamp-Berger Sidney D’Mello Georgios N. Yannakakis Mohammad Soleymani Roddy Cowie Michel Valstar Theodoros Kostoulas Julien Epps Khiet Truong

Signatures

All of the Trustees by electronic means

1. New Name and Constitution

Following full consideration of the new draft constitution by the Managing Board and the Members a resolution was passed unanimously by electronic ballot that

- (a) the name of the Humaine Association be changed to **the Association for the Advancement of Affective Computing**; and
- (b) the existing constitution shall cease to apply and the the new draft constitution be adopted in substitution therefore as the new constitution of **the Association for the Advancement of Affective Computing** in succession

to the Humaine Association

2. Charity Commission

It was further resolved that the Treasurer be, and is hereby instructed to, arrange for filing of the adopted constitution with the Charity Commission in the United Kingdom as part of an application for charitable status for the Association.

Dated : 22nd June 2018

Signed for and on behalf of the Association for the Advancement of Affective Computing

Michel Valstar - Treasurer