



CANNABIS INDUSTRY COUNCIL CONSTITUTION

1. NAME

The name of the organisation shall be the Cannabis Industry Council, hereafter referred to as "CIC".

2. OBJECTIVES

The objective of the CIC is to represent the interests of its members, as well as the broader industry, with key stakeholder groups such as the government, regulators and the general public.

3. LEGAL STATUS

CIC shall be a private company limited by guarantee without share capital.

CIC is the trading name of Canindcou Ltd, registered with Companies House.

Directors of Canindcou Ltd have statutory duties under the Companies Act 2006.

4. MEMBERSHIP

4.1 Categories of Membership

Members may be fee-paying or non-fee-paying. A member may be accepted as non-fee-paying, at the Board's discretion.

Fees will be dependent on the sales revenue of the member and the level of capital investment into the member. This will be self-disclosed by the member on an honorary basis, although CIC reserves the right to audit and/or undertake random checks.

4.2 Eligibility

Membership is subject to approval by the Board, with the opportunity to appeal.

4.3 Rights and Responsibilities

All members have the right to attend meetings and stand for election. Paying members may vote on items put forth during AGMs and SGMs.

Members shall uphold the Constitution and pay fees as required.

4.4 Termination of Membership

Membership may cease due to:

- Resignation in writing.
- Non-payment of fees, subject to Board review and decision, with the opportunity to appeal.
- Conduct detrimental to the CIC, subject to Board review and decision, with the opportunity to appeal.

5. GOVERNANCE STRUCTURE

5.1 Board of Directors

The number of board members shall be no less than 6 and no more than 10. Board members will also become Canindcou Ltd directors, unless agreed otherwise with the Chair(s) before commencing the role. Its composition shall be:

- Co-Chairs, or alternatively a Chair and Vice Chair
- Treasurer (responsible for regulatory filings under the Companies Act 2006)
- Secretary
- 2–6 Ordinary Board Members

Responsibilities:

- Strategic oversight and direction.
- Approval of annual budgets and reports.
- Legal and regulatory compliance.
- Appointment and oversight of the Chief Executive Officer
- Appointment and oversight of the Executive Committee.
- Risk management and policies.

5.2 The Executive Committee

Appointed by the Board and may include:

- Chief Executive
- Operations Manager
- Other officers as needed

Responsibilities:

- Implementation of Board strategies and decisions.
- Operational oversight.
- Member engagement in project work.
- Preparation of financial and operational reports (CEO).

6. MEETINGS

6.1 Annual General Meeting (AGM)

An AGM will be held each July, or as close to July as possible. All members will be notified via email at least thirty days' clear notice before the date of the meeting, giving the venue, date and time.

The quorum for the AGM will be 10% of the paying membership or ten paying members, whichever is the greater number. Business includes presentation of annual report, financial statements, and elections.

6.2 Board Meetings

- Held monthly.
- Quorum: 50% +1 of the Board.
- Decisions by simple majority.
- Minutes will be routinely published, with redactions used on occasions where there is sensitive personal or financial information.

6.3 Executive Committee Meetings

- Held monthly.
- Quorum: Either 3 members or majority of appointees.

6.4 Special General Meetings (SGMs)

The CEO will call a Special General Meeting at the request of the majority of the Board or at least ten other members giving a written request to the Chair or CEO stating the reason for their request.

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

All members will be given fourteen days' notice of such a meeting, giving the venue, date, time and agenda, and notice may be by telephone, email or post.

The quorum for the Special General Meeting will be 10% of the paying membership or ten paying members, whichever is the greater number.

6.5 Voting at AGM and SGMs

At each AGM and SGM, each paying member organisation will have one vote. Eligible members who cannot attend the meeting may register proxy votes on any issue that is to be considered. The Council must receive such proxy votes before the commencement of the meeting.

Resolutions or recommendations may be dealt with by email ballot if, in the opinion of the Board, it is considered appropriate to do so. In such cases, not less than seven days shall elapse between the issuing of the e-ballot form to members and the closing date for their return to the Council.

6.6 Chair's Casting Vote

In the case of equality of votes, the Chair shall have a casting vote in all cases, in addition to his / her deliberative vote.

In the event of two Co-Chairs with opposing votes, the casting vote will belong to the Treasurer.

7. ELECTIONS & APPOINTMENTS

7.1 Board Elections

- Members nominate and elect Board members at the AGM or SGM. A formal process must be set out at least thirty days' clear notice before the date of the meeting.
- Term: 2 years, renewable once.
- Board members (and Canindcou Ltd directors) can be removed at any point during their term, by simple majority Board/Canindcou Ltd director vote, should any of the following criteria be deemed to apply by the Board/directors: non-payment of membership fees; resignation as a CIC member; resignation as a Board member; bankruptcy/insolvency; Board meeting attendance below 50% over a calendar year; incapacity; presence deemed contrary to the interests of the CIC; bringing the CIC into disrepute.
- Any Board member who resigns or leaves their post will be automatically deemed to have resigned from Canindcou Ltd, unless agreed otherwise with the Chair(s). Similarly, any Canindcou Ltd director who resigns or leaves their post will have been deemed to have also resigned from the Board, unless agreed otherwise with the Chair(s).

7.2 Executive Appointments

- Appointed by the Board based on skills and operational needs.
- Serve at the discretion of the Board.
- Executive appointments can be challenged by CIC members at any time, with a petition of at least 10% of paying members. The Board will then be obliged to debate and vote on any such petition at the next Board meeting.

8. FINANCIAL MANAGEMENT

8.1 Funding Sources

- Membership fees
- Grants and donations
- Sponsorships
- Event income and services

8.2 Financial Controls

All income and expenditure must be recorded and reported at monthly Board meetings.

Two authorised signatories for payments of £2,000 and above; one authorised signatory for payments under £2,000.

Annual independent audit or review.

8.3 Financial Year

The financial year shall be from 1st July to 30th June.

9. LEGAL & REGULATORY COMPLIANCE

The CIC shall comply with all applicable laws and regulations.

It shall maintain insurance appropriate to its activities, including, but not necessarily limited to, directors and officers insurance.

Policies covering data protection, safeguarding, anti-trust, equality and diversity shall be maintained.

10. EQUAL OPPORTUNITIES

The Cannabis Industry Council will not discriminate based on sex, race (including colour, ethnic or national origin), sexual orientation, disability, gender, religious or political belief, pregnancy or maternity, marital status or age.

The Code of Conduct binds all members on various matters, including regulatory compliance, with an appeals process open to those found to have been in breach.

11. 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 CEO 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.

12. DISSOLUTION

The Council may be dissolved by a resolution passed by at least two-thirds of the votes of the Council members recorded at a special general meeting called for the purpose by written notice to each member thirty days at least before the day of the meeting.

Such a meeting shall be called only on the requisition in writing of at least one third of the Council's members.

Upon any such dissolution vote, a process will promptly commence to identify an appropriate non-profit with similar objectives, as determined by the Board and ratified by members, to which any remaining assets shall be transferred to.

13. INTERPRETATION

The Board shall have the authority to interpret any ambiguity in this Constitution.

Adopted by the Board on this day: [Insert Date]

Signed:

Co-Chair: _____

Co-Chair: _____

Secretary: _____

Treasurer: _____