



**The South Clwyd Beekeepers Association –
Cymdeithas Gwenynwyr De Clwyd - (SCBKA)**

Established/Sefydlwyd 1975

Registered Charity – No 509872

Constitution – 2018

Document Version Control

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Constitution of The South Clwyd Beekeepers Association

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Constitution of The South Clwyd Beekeepers Association

Adopted on 10/09/2019

PART 1

1. Adoption of the Constitution

The Association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution. The definitive version is that in English. The Constitution shall be in the public domain.

2. Name

The Association's name is The South Clwyd Beekeepers Association – Cymdeithas Gwenynwyr De Clwyd (and in this document it is called the Association).

The Association is a charity registered with the Charity Commission – Registration No 509872 – first registered 9th April 1980.

3. Objects

The Association's objects ('the objects') are to further the craft of beekeeping and advance the education of the general community in particular but not exclusively in the importance of pollinating insects in the human food chain and the importance of honey bees in the environment throughout Denbighshire, Wrexham and surrounding areas.

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) An Association 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) An Association 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 Association Trustees and connected persons

(1) General provisions

No Association Trustee or connected person may:

- (a) buy or receive any goods or services from the Association on terms preferential to those applicable to other 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 Charity 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) An Association 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) An Association 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 an Association 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) An Association 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) An Association 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) An Association 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 Association 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 Association 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 an Association Trustee or connected person. In reaching that decision the Association Trustees must balance the advantage of contracting with an Association 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 Association 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) 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 37. (Interpretation).

6. Dissolution

- (1) If the members resolve to dissolve the Association the Trustees will remain in office as Association 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 Charity Commission for England and Wales ('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 clause 3 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to Association Trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing 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 voting 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 voting 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 18 or organisations who are approved by the Trustees.

- (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. A member is entitled to request a copy of any personal data the Association holds with regard to that particular member. This must be made available to the member upon request. This data is only to be used for the purposes of the Association.

9. Termination of membership

Membership is terminated if:

- (1) the member dies;
- (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 by the date determined by the Trustees;
- (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 be terminated. Members working against the objects of the Association may be expelled under this clause. 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 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.

10. General meetings

- (1) An annual general meeting (AGM) must be held within 12 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 (SGM).
- (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 voting members or one tenth of the voting 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.

11. Notice of general meetings

- (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) 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.
- (3) The notice must be given to all members and to the Trustees.

12. Quorum at general meetings

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 20 members entitled to vote upon the business to be conducted at the meeting;
or
 - (b) 10% of the voting membership at the time,
whichever is the greater.
- (3) 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.
- (4) 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 meeting.
- (5) 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.

13. Chairing of general meetings

- (1) General meetings shall be chaired by the President.
- (2) If the President is unwilling or not present to chair the meeting within 15 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 or no Trustee is 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.

14. Adjournments of general meetings

- (1) The voting members present at a meeting may resolve by a majority vote that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the 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 at general meetings

Each voting 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.

16. 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. The Officers and other members of the Committee shall be the Trustees of the Association and in this Constitution are together called 'the Trustees'.
- (2) The Association shall have the following Officers:
 - (a) A Chair
 - (b) A Secretary
 - (c) A Treasurer
- (3) A Trustee must be a voting 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 22 (Disqualification and removal of Trustees).
- (5) The number of Trustees (including Officers) shall not be less than 3 but (unless otherwise determined by a resolution of the Association at a general meeting) shall be subject to a maximum of 12.
- (6) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.
- (7) A Vice Chair is elected by the Trustees and must themselves be or become a Trustee.
- (8) The Committee shall hold meetings at least three times a year and not more than five months shall elapse between the date of one meeting and that of the next. Normally seven days notice of any meeting shall be given.

17. Appointments of Trustees and Officers at annual general meetings

- (1) The Association at a general meeting shall elect the Officers and other Trustees.
- (2) The President and Vice-President shall be elected at a general meeting. They shall not be Trustees unless specifically elected as such (in addition) at a general meeting.
- (3) Each Trustee 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) Those currently serving as Trustees and willing to stand for re-election need not submit a nomination in writing.
- (5) New nominations, either for Officers or other Trustees, must be submitted and must be in the hands of the Secretary, or other Officer, up to and including the date and time of the annual general meeting, giving notice to the Association that:
 - (a) states a member's intention to propose the appointment of a person as a Trustee or as an Officer;
 - (b) that the nominee has shown his or her willingness to stand;
 - (c) has both a proposer and seconder.
- (6) Should nominations exceed vacancies an election by ballot of voting members shall be held.
- (7) Should nominations be less than vacancies, Trustees can be elected en bloc, or by ballot of voting members if requested by a majority of voting member attendees.
- (8) The Trustee shall not serve for more than 3 years consecutively as Chair or Vice Chair except in exceptional circumstances. At the end of their term of office, a fresh election should take place for these positions (e.g. the Vice Chair only stands in for the Chair until fresh elections can take place). However, these requirements may be set aside to ensure there are enough Trustees on the Committee of Trustees.

18. Appointment of Trustees through co-option

- (1) The Trustees may appoint, by co-option, any eligible member of the Association who is willing to serve on the Committee, as a Trustee, with full voting rights.
- (2) The Committee of Trustees can co-opt Trustees up to the maximum number permitted by Clause 16.
- (3) The Trustees may not appoint a person to be an Officer. This can only be done by an AGM or SGM.

19. Appointment of sub-Committees, volunteers, advisors or guests

The Trustees may appoint members or non-members to attend particular Committee meetings as volunteers, advisors or guests. These attendees are not Trustees of the Association and have no voting rights on the Committee.

20. Propositions

- (1) Propositions for submission to the annual general meeting must be in writing and in the hands of the Secretary or other Officer at least 4 weeks before the date of the meeting.
- (2) Propositions received by the Secretary or other Officer for a general meeting should be issued to members at least fourteen days before such a meeting.
- (3) Propositions may be submitted on the day of the annual general meeting as a Leave for late submission of proposition which, in the opinion of the proposer, needs immediate attention. A Leave for late submission shall be given, in writing, to the Chair before the commencement of the meeting. The proposition must include names of proposer and seconder and the reason(s) why the proposition could not have been submitted in accordance with clause 21 (1). The Chair has the discretion to accept or deny the submission.

21. 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 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 Association whose objects are complementary to the Association's;
 - (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 lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this Constitution or any special resolution shall have a 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.

22. Disqualification, suspension and removal of Trustees

- (1) A Trustee shall cease to hold office if he or she:
 - (a) 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);
 - (b) ceases to be a member of the Association;
 - (c) in the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
 - (d) 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
 - (e) 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.
- (2) A Trustee may be suspended from office if they are deemed by a majority of the Trustees to have brought the Association into disrepute, their actions work against or contravene the objects of the Association or, as a consequence of their behaviour, is rendering the Committee ineffective.
- (3) A Trustee who was co-opted by the Trustees can be removed by a majority vote at a Committee meeting.
- (4) The Trustee concerned should be given at least fourteen days' notice in writing of the general meeting or the Committee meeting at which the proposal to remove the Trustee, and the reasons why, are to be discussed;
- (5) The Trustee concerned or, at the option of the Trustee, the Trustee's representative (who need not be a member of the Association), will be allowed to make representations to the meeting.

23. Proceedings of Trustees

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- (2) A meeting of the Trustees must be called if requested to do so by a majority of the Trustees, or by a casting vote of the Chair.
- (3) Issues arising at a meeting must be decided by a majority of votes.
- (4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (5) 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.
- (6) The quorum shall be four and include at least one voting Officer
- (7) 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.

- (8) 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.
- (9) The person elected as the Chair shall chair meetings of the Trustees.
- (10) If the Chair is not present within 15 minutes after the time appointed for the meeting, the Vice-Chair shall chair the meeting. If the Vice-Chair is also not present within 15 minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair the meeting.
- (11) 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.

24. Conflicts of interests and conflicts of loyalties

An Association 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 Association 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.

25. 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 an Association 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 Association Trustee and that Association 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 an Association 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 Association Trustees if, but for sub-clause (1), the resolution would have been void, or if the Association Trustee has not complied with clause 24 (Conflicts of interests and conflicts of loyalties).

26. Delegation

- (1) The Trustees may delegate any of their powers or functions to a Committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- (2) 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.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any Committees must be fully reported to the Trustees.

27. 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 Trustees
 - (c) the Association in general meetingshall 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.

28. Minutes

The Trustees must keep minutes of all:

- (1) appointments of Officers and Trustees made by the Trustees;
- (2) proceedings at meetings of the Association;
- (3) meetings of the Trustees and Committees of Trustees including:
 - (a) the names of the Trustees present at a meeting;
 - (b) the decisions made at the meetings; and

- (c) where appropriate the reasons for the decisions.

29. 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 submission to the Commission;
 - (e) the preparation of an Annual Return and its submission 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.

30. Registered particulars

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

31. 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.

32. 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

33. 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 his or her address; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register either an email address with the Association or a postal address that is within the United Kingdom shall not be entitled to receive any notice from the Association.

34. Rules

- (1) The Trustees may from time to time make rules for the conduct of their business
- (2) The rules may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Association 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 a 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
 - (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 by majority vote.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules to the notice of members of the Association.
- (5) The rules shall be binding on all members of the Association. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

35. 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 Committee of Trustees will deal with the dispute in the most

appropriate manner, having listened to evidence from all parties. Their decision shall be final.

36. 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 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) and (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.

Signatures:

1.

2.

3.