

Charitable Associations: Model Constitution

NOVEMBER 2013 New format January 2017

Constitution

adopted on the20

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.

2. Name The association's name is Seacourt Hall

(and in this document it is called the charity).

3. Objects The charity's objects ('the objects') are

Ensuring the provision of a community hall for the use of the inhabitants of the Parish of North Hinksey in the County of Oxfordshire without distinction of political, religious, or other opinions, including use for meetings, lectures and classes, and for other forms of recreation and leisure-time occupation, with the object of improving the conditions of life for the said inhabitants.

[Nothing in this constitution shall authorise an application of the property of the charity 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.]

4. Application of income and property

(1) The income and property of the charity shall be applied solely towards the promotion of the objects.

(a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity'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 charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:

(a) a benefit from the charity in the capacity of a beneficiary of the charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

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 charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

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) A trustee or connected person may receive a benefit from the charity as a beneficiary provided that it is available generally to the beneficiaries of the charity.

(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 charity 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 charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the charity 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 charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity 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 charity on the same terms as members of the public.

(3) Payment for supply of goods only - controls

The charity 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 charity and the charity 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 charity.

(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 charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In

reaching that decision the charity 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 charity.

(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 charity trustees in the minute book.

(g) A majority of the charity 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 charity' includes any company in which the charity:

(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 33 (Interpretation).

6. Dissolution

(1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.

(2) Before any decision is taken by the trustees to cease providing community hall facilities and to dissolve the charity, consultation with the beneficiaries must take place. This consultation must include the calling of a public meeting for all associate members, with notices placed in conspicuous public places at least fourteen days before that meeting. Any vote by a simple majority of associate members during the consultation process in relation to the proposal to dissolve the charity is advisory, and not binding on the trustees who have the sole authority to decide to dissolve the charity at a subsequent general meeting.

(3) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

(4) 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 charity within the area of benefit identified in this charity's objects;

(c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.

(5) 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).

(6) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

7. Amendment of constitution

(1) The charity 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 charity 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 charity;

(c) no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to charity 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 full 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 not less than two thirds of the full 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) Full members:

(a) Members of the managing committee are the trustees of the charity and are automatically full members of the charity.

(b) The trustees are the only full members of the charity.

(c) Full members have full voting rights on all aspects of managing the charity except where specified elsewhere in this Constitution, and are the only members of the charity to have those full voting rights.

(d) The trustees must keep a register of the names and addresses of the full members which must be made available to any member on request.

(2) Associate members:

(a) The charity also has associate members with limited rights detailed in sub-clause 8.(2)(d) below.

(b) All parishioners who are on the full electoral register of North Hinksey Parish but are not members of the committee (and thereby full members of the charity) are automatically associate members of the charity.

- (c) The full electoral register of North Hinksey Parish constitutes the charity's register of names and addresses of the associate members.
- (d) Associate members have the right to attend the AGM, to stand as one of the four members of public elected to the committee and to vote in the election of the four members of public onto the committee, and they also have an advisory role in the case of proposed dissolution of the charity as detailed in sub-clause 6.(2) above. They have no other voting rights or other rights relating to the charity arising from their status as an associate member.

9. Termination of membership

(1) Termination of membership for full members (trustees) is covered under clause 19 Disqualification and removal of trustees (below).

(2) Termination of membership for associate members occurs if:

- (a) the member dies;
- (b) the member ceases to be listed in the full electoral register of North Hinksey Parish.

10. General meetings

(1) An annual general meeting must be held every year and not more than fifteen months may elapse between successive annual general meetings.

(2) The Chair (or in their absence the Vice Chair) or any two other trustees may call a general meeting (other than the annual general meeting) at any time. Where these are to discuss a single agenda item (either because the urgency of the matter, or the need to assign a significant amount of time to a single topic would make it inappropriate to include the item on the agenda of the next normal general meeting) they are referred to as a special general meeting.

(3) In a situation where there is a vacancy for both the Chair and the Vice Chair at any time then any two other trustees may call a general meeting where the first item on the agenda will include the election of a new Chair and Vice Chair. This includes the annual general meeting where that election is automatically included on the agenda.

11. Notice of general meetings

(1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given, other than for the annual general meeting where it is twenty eight clear days from that date.

(2) A general meeting other than the annual general meeting may be called by shorter notice, if it is so agreed by two thirds of the full 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 relevant members, including the trustees for all meetings and the associate members for the annual general meeting.

12. Quorum

(1) No business shall be transacted at any general meeting (including the annual general meeting) unless a quorum is present.

(2) A quorum is five full members entitled to vote upon the business to be conducted at the meeting.

(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 other than the continuing trustees being authorised to continue in order to act solely for the purpose of filling vacancies or calling a general meeting.

(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 the meeting.

13. Chairing of meetings

(1) General meetings shall be chaired by the person who has been elected as Chair (or in their absence the person who has been elected as Vice Chair).

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting then a trustee nominated by the trustees present shall chair the meeting.

(3) At the annual general meeting the outgoing Chair and Vice Chair remain in Office until the election of a new Chair and Vice Chair unless they are no longer valid representatives of an appointing organisation at the start of the annual general meeting or have otherwise relinquished their office. If that applies to both the outgoing Chair and Vice Chair then those trustees present shall select a trustee from amongst their number to chair the meeting up until the point where the new Officers have been elected, after which the newly elected Chair shall commence to chair the meeting.

(4) 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.

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 a reconvened meeting unless it could properly have been conducted at the original 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) Questions arising at a meeting must be decided by a simple majority of votes, unless a different majority is required as specified elsewhere in this Constitution.

(2) 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.

16. Officers and trustees

(1) The charity and its property shall be managed and administered by a committee comprising the officers and other full members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called 'the trustees'.

(2) The charity shall have the following officers:

(a) A Chair,

(b) A Vice Chair.

(3) A trustee is automatically a full member of the charity see sub-clause 8.(1) for further details about full members.

(4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 19.

(5) The number of trustees shall be not less than five and not more than fourteen.

(6) These fourteen trustees (who all act as individual full members, and not as representatives of a member organisation) will consist of:

(a) up to four representatives appointed by North Hinksey Parish Council;

(b) up to four representatives of user groups which are regular users of the hall (one representative per user group);

(c) up to four members of the public (who must be North Hinksey Parishioners) elected at the annual general meeting by the associate members and those trustees who are also North Hinksey Parishioners;

(d) up to two further co-opted trustees, appointed by the trustees.

(7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

17. Appointment of trustees and Officers

(1) All members of the committee retire annually but they may be re-elected or re-appointed provided that they are still members of any relevant organisation appointing representatives, or, for the four public representatives that they are still on the full electoral register of North Hinksey Parish.

(2) The timing of individuals' retirement as trustees or as an Officer coincides immediately with the commencement of their replacement's term of office at this charity's annual general meeting, or when they are no longer valid representatives of an appointing organisation.

- (3) The representatives of North Hinksey Parish Council are automatically confirmed as trustees at the first general meeting of this charity following their election by NHPC (usually at the NHPC annual general meeting) without any need for a further election.
- (4) At the final general meeting before the annual general meeting Trustees identify up to four regular user groups that they wish to provide representatives to join the committee as trustees for the coming year, and then request at least two weeks prior to this charity's annual general meeting that those organisations send their representative to that meeting. These representatives are then recorded as trustees at the annual general meeting without any need for a further election.
- (5) Any associate members (North Hinksey Parishioners on the electoral register for this parish) wishing to stand for election as members of the public on the committee must submit their names to the trustees at least two weeks prior to the charity's annual general meeting. If more than four names are put forward then an election is held at that meeting (following the identification of North Hinksey Parish Council and user group representatives) to reduce the number to that maximum limit. Any current trustee who is also a North Hinksey Parishioner and any associate member may vote in that election.
- (6) The two Officers (the Chair and Vice Chair) are elected at the annual general meeting following the election of the four new public representatives.
- (7) Up to two further members of the committee can be co-opted by trustees at any general meeting, and commence their period of office with immediate effect. These co-opted trustees retire at the start of the annual general meeting following their co-option and further co-option can only occur to replace them (or to co-opt them again) in a subsequent general meeting.
- (8) Following a casual vacancy for a representative of a user group or the Parish Council these bodies may appoint a replacement representative at any time who will commence their period of office immediately following the notification of their details to the trustees. Casual vacancies for public representatives, however, must wait until the subsequent annual general meeting to be filled.
- (9) (a) The appointment of a trustee 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.

18. Powers of trustees

- (1) The trustees must manage the business of the charity 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 charity. 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 charity 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 charity;

(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) power to engage staff (who shall not be members of the Committee) as are necessary for the effective pursuit of the objects;

(l) 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.

19. 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) dies;

(3) in the written opinion, given to the charity, 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;

(4) resigns as a trustee by notice to the charity (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.

20. Proceedings of trustees

(1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) A resolution in writing signed by all the trustees entitled to receive notice of a meeting 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 duly convened and held.

(3) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more of the trustees.

21. 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 charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and

(2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity 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 charity trustees on the matter.

22. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity 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 charity 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 charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 21 (Conflicts of interests and conflicts of loyalties).

23. 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 charity 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 and promptly reported to the trustees.

24. 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 charity 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 charity.

25. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;

(2) proceedings at general meetings of the charity (including special general meetings and annual general meetings);

(3) any other 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.

26. 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 charity;

(b) the preparation of annual statements of account for the charity;

(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.

27. Registered particulars

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

28. Property

(1) The trustees must ensure the title to:

(a) all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and

(b) all investments held by or on behalf of the charity,

is vested either in a corporation or other body entitled to act as custodian.

29. 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 charity (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.

30. 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 charity 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 charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity 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.

31. 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 charity (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 charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity'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 charity 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 charity 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 charity.

(5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

32. Disputes

If a dispute arises between members of the charity 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.

33. 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 charity 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

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