



Date of constitution 27 October 2021

**1. Name**

The name of the Charitable Incorporated Organisation ("the Society") is The Blackheath Society.

**2. National location of principal office**

The principal office of the Society is in England.

**3. Objects**

The objects of the Society shall be to preserve and enhance for the benefit of the public such features of Blackheath and its vicinity as are of particular beauty or historical, architectural or constructional interest, to protect from disfigurement or encroachment its open spaces, particularly the Heath, to encourage high standards of planning and architecture in its new buildings, to promote improvement of and interest in the amenities and development of the district, and in furtherance of the objects, to monitor, protect and seek to improve or enhance its environment, security and character, including its built environment, its transport and licensing regimes.

**4. Powers**

The Society has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Society's powers include power to:

- (a) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Society must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (b) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- (c) sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011 or any statutory re-enactment thereof;
- (d) employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a Trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Trustees and connected persons) and provided it complies with the conditions of those clauses; and
- (e) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Society to be held in the name of a nominee, 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.

## **5. Application of income and property**

- 5.1 The income and property of the Society must be applied solely towards the promotion of the objects, provided that:
  - (a) a Trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society; and
  - (b) a Trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a Trustee receiving:
  - (a) a benefit from the Society as a beneficiary of the Society;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Society.
- 5.3 Nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by clause 6.

## **6. Benefits and payments to Trustees and connected persons**

### **6.1 General provisions**

No Trustee or connected person may:

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

unless the payment or benefit is permitted by clause 6.2, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

## **6.2 Scope and powers permitting Trustees' or connected persons' benefits**

- (a) A Trustee or connected person may receive a benefit from the Society as a beneficiary provided that it is available generally to the beneficiaries of the Society.
- (b) A 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 Society where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to clause 6.3 a Trustee or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by the Trustee or connected person.
- (d) A Trustee or connected person may receive interest on money lent to the Society 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 Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The 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 Trustee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

## **6.3 Payment for supply of goods only – controls**

The Society and its Trustees may only rely upon the authority provided by clause 6.2(c) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in a written agreement between the Society and the Trustee or connected person supplying the goods ("the supplier");
- (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 Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a 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 Society;
- (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
- (f) the reason for their decision is recorded by the Trustees in the minute book; and
- (g) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4 In clause 6.2 and clause 6.3:

- (a) "the Society" includes any company in which the Society:
  - (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 directors to the board of the company; and
- (b) "connected person" includes any person within the definition set out in clause 29 (Interpretation).

## **7. Conflicts of interest and conflicts of loyalty**

7.1 A Trustee must:

- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and
- (b) absent himself or herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely

in the interests of the Society and any personal interest (including but not limited to any financial interest).

- 7.2 Any Trustee absenting himself or herself from any discussions in accordance with clause 7.1 must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

## **8. Liability of members to contribute to the assets of the Society if it is wound up**

If the Society is wound up, the members of the Society have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **9. Membership of the Society**

### **9.1 Admission of new members**

#### **(a) Eligibility**

Membership of the Society is open to anyone who is interested in furthering its purposes. A member may be an individual, a corporate body, or an organisation which is not incorporated. An individual member may also apply to the Society:

- for life membership and/or
- to nominate one or more other persons living in his or her household to receive the same benefits as the member receives on such terms as the Trustees shall determine.

#### **(b) Admission procedure**

The Trustees may require applications for membership to be made in any reasonable way that they decide and may refuse an application for membership if they believe that it is in the best interests of the Society for them to do so.

Honorary membership may be conferred by the Trustees in their absolute discretion.

### **9.2 Termination of membership**

(a) Membership of the Society comes to an end if:

- (i) the member dies or, in the case of an organisation, ceases to exist; or
- (ii) the member sends a notice of resignation to the Trustees; or
- (iii) any sum of money owed by the member to the Society is not paid in full within six months of its falling due; or

- (iv) the Trustees decide that it is in the best interests of the Society that the member in question should be removed from membership, and pass a resolution to that effect.
- (b) Before the Trustees take any decision to remove someone from membership of the Society they must:
  - (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
  - (ii) give the member at least 21 clear days' notice in which to make representations to the Trustees as to why he, she or it should not be removed from membership;
  - (iii) at a duly constituted meeting of the Trustees, consider whether or not the member should be removed from membership;
  - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
  - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

### **9.3 Membership fees**

The Society may require members to pay reasonable membership fees to the Society.

## **10. Members' decisions**

### **10.1 General provisions**

Except for those decisions that must be taken in a particular way as indicated in clause 10.2, decisions of the members of the Society shall be taken by means of a resolution at a general meeting passed by a simple majority of votes cast at the meeting.

### **10.2 Decisions that must be taken in a particular way**

- (a) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (b) Any decision to wind up or dissolve the Society must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution).
- (c) Any decision to amalgamate or transfer the undertaking of the Society to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

## **11. General meetings of members**

### **11.1 Types of general meeting**

The Society shall in each year hold a general meeting as its (AGM) in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it.

The first AGM must be held within 18 months of the registration of the Society, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Trustees' annual report, and must elect Trustees as required under clause 13.

The AGM shall be held at such time and, subject to the other provisions of this clause 11, at such place as the board shall appoint.

### **11.2 Electronic general meetings**

The Trustees may decide to call any general meeting (including an AGM) as an electronic meeting and, if they do so, shall designate the meeting as such.

An electronic general meeting need not be held at any particular place and may be held without any number of those participating in the meeting being together at the same place.

An electronic general meeting may be held, and any votes may be permitted to be cast, by such electronic or other means as the Trustees shall decide.

### **11.3 Calling general meetings**

- (a) The Trustees:
  - (i) must call the AGM of the Society in accordance with clause 11.1, and identify it as such in the notice of the meeting; and
  - (ii) may call any other general meeting of the members at any time.
- (b) The Trustees must, within 21 days, call a general meeting of the members of the Society if:
  - (i) they receive a request to do so from at least 10% of the members of the Society; and
  - (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- (c) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

- (d) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (e) Any general meeting called by the Trustees at the request of the members of the Society must be held within 28 days from the date on which it is called.
- (f) If the Trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (g) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (h) The Society must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Trustees to duly call the meeting, but the Society shall be entitled to be indemnified by the Trustees who were responsible for such failure.

#### **11.4 Notice of general meetings**

- (a) The Trustees, or, as the case may be, the relevant members of the Society, must give at least 14 clear days' notice of any general meeting to all of the members.
- (b) If it is agreed by not less than 90% of all members of the Society present and voting, any resolution may be proposed and passed at the meeting even though the requirements of the above sub-clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
  - (i) state the time and date of the meeting;
  - (ii) give the address at which the meeting is to take place or designate it as an electronic meeting in accordance with sub-clause (d) below;
  - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
  - (iv) if a proposal to alter the constitution of the Society is to be considered at the meeting, include the text of the proposed alteration;
  - (v) include, with the notice for the AGM, the annual statement of accounts and Trustees' annual report, details of persons standing for election or re-election as Trustee, or where allowed under clause 21 (Use of



electronic communication), details of where the information may be found on the Society's website.

- (d) The notice calling a general meeting as an electronic meeting shall state that it is an electronic meeting and shall in addition specify:
  - (i) any place at which a member may attend the meeting in person or that there is no place at which a member may attend the meeting in person;
  - (ii) the electronic or other means by which the meeting will be held and the means by which a member may participate;
  - (iii) the electronic or other means by which votes may be cast at the meeting.
- (e) Proof that a notice:
  - (i) if sent by post, was properly addressed, prepaid and posted;
  - (ii) if delivered by hand, was delivered to the correct address;
  - (iii) if sent by electronic means, was properly addressed and sent,shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted, delivered or sent.
- (f) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Society.

### **11.5 Chairing of general meetings**

General meetings of the Society shall be chaired by the person nominated as Chair of the Society by the Trustees under clause 20.2 (Chairing of meetings), if present at the meeting and willing to preside. Subject to that, the members of the Society who are present shall elect a chair to preside at the meeting.

### **11.6 Quorum at general meetings**

- (a) No business may be transacted at any general meeting of the members of the Society unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be thirty members. An organisation represented by a person present at the meeting in accordance with clause 11.7, is counted as being present in person. A member shall be counted as being present at an electronic AGM if he or she is participating in the manner specified in the notice calling the meeting.

- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the Society's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

#### **11.7 Voting at general meetings**

- (a) Any decision other than one falling within clause 10.2 (decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands[, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10 % of members present at the meeting.
- (c) Any reference in these articles to a show of hands shall include any other method of voting on a show of hands specified in the notice convening the meeting at which the vote is taken.
- (d) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (e) A poll may be taken:
  - (i) at the meeting at which it was demanded; or
  - (ii) at some other time and place specified by the chair; or
  - (iii) through the use of postal or electronic communications].
- (f) In the event of an equality of votes, whether on a show of hands or on a poll[, the chair of the meeting shall have a second, or casting vote.

- (g) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

### **11.8 Representation of organisations and corporate members**

An organisation or corporate body that is a member of the Society may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the Society.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the Society.

### **11.9 Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **12. Trustees**

### **12.1 Functions and duties of Trustees**

The Trustees shall manage the affairs of the Society and may for that purpose exercise all the powers of the Society. It is the duty of each Trustee:

- (a) to exercise his or her powers and to perform his or her functions as a Trustee of the Society in the way he or she decides in good faith would be most likely to further the purposes of the Society; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
  - (ii) if he or she acts as a Trustee of the Society in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### **12.2 Eligibility for trusteeship**

- (a) Every Trustee must be a natural person.
- (b) No one may be appointed as a Trustee:

- (i) if he or she is not a member of the Society;
  - (ii) if he or she is under the age of 16 years; or
  - (iii) if he or she would automatically cease to hold office under the provisions outlined in clause 15.1(e).
- (c) No one is entitled to act as a Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Trustees decide, his or her acceptance of the office of Trustee.

### **12.3 Number of Trustees**

- (a) There must be at least 10 Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees, or appoint a new Trustee.
- (b) The maximum number of Trustees is 15. The Trustees may not appoint any Trustee if as a result the number of Trustees would exceed the maximum.

### **12.4 First charity trustees**

The first Trustees of the Society are:

John Roy BARTRAM

Henry Allan GRIFFIN

Sarah Elizabeth MANSIELD

Nicholas PATTON

Nicola PEERS

Dame Helen May REEVES

Professor John Bellhouse SCHOLFIELD

Howard John SHIELDS

Diane Anna SUMMERS

David WALKER

Paul Richard WATTS

Andrew John WESTBROOK

Elizabeth WRIGHT

At every AGM of the Society, one third of the Trustees shall retire from office. If the number of Trustees is not three or a multiple of three, then the number nearest to one third shall retire from office.

- 12.5 The Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, including any period served as a member of the Management Committee of the unincorporated association known as the Blackheath Society (registered charity 259843) immediately before the registration of the Society. If any Trustees were last appointed or reappointed on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 12.6 The vacancies so arising may be filled by the decision of the members at the AGM; any vacancies not filled at the annual general meeting may be filled as provided in clause 12.7.
- 12.7 The members or the Trustees may at any time decide to appoint a new Trustee, whether in place of a Trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of Trustees), or as an additional Trustee, provided that the limit specified in clause 12.3 on the number of Trustees would not as a result be exceeded. A person so appointed by the members of the Society shall retire in accordance with the provisions of clause 13.1 and clause 13.2. A person so appointed by the Trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the Trustees is to retire by rotation at that meeting.

### **13. Information for new Trustees**

The Trustees will make available to each new Trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the Society's latest Trustees' annual report and statement of accounts.

### **14. Retirement and removal of Trustees**

- 14.1 A Trustee ceases to hold office if he or she:
- (a) retires by notifying the Society in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his or her office be vacated;
  - (c) dies;

- (d) in the written opinion, given to the Society, 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; or
- (e) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

## **15. Reappointment of Trustees**

Any person who retires as a Trustee by rotation or by giving notice to the Society is eligible for reappointment.

## **16. Taking of decisions by Trustees**

Any decision may be taken either:

- (a) at a meeting of the Trustees.
- (b) by resolution in writing or electronic form agreed by a majority of all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the Trustees has signified their agreement. Such a resolution shall be effective provided that:
  - (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Trustees; and
  - (ii) the majority of all of the Trustees has, within 28 days of the date on which the proposed resolution was circulated, signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the Trustees may resolve.

## **17. Delegation by Trustees**

- 17.1 The Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions, or revoke the delegation.
- 17.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements:

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a Trustee;
- (b) the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and
- (c) the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **18. Appointment of Officers and a President**

18.1 The Trustees shall appoint the following Officers from amongst their number to serve in that capacity:

Chair of the Trustees

Vice-Chair

Honorary Treasurer

The Trustees may also appoint one or more other Officers.

18.2 After a term of not more than three years, the Chair shall retire from office, but shall be eligible for re-appointment as chair by the Trustees for a further term of up to three years. Trustees (including former chairs) may serve as trustees without limit but subject to clause 13.2 above

18.3 Subject to the approval of members in general meeting, the Trustees may from time to time appoint an Honorary President [and Honorary Vice-Presidents] by way of recognition of exceptional service to the Society and/or the local community.

## **19. Meetings and proceedings of charity trustees**

### **19.1 Calling meetings**

- (a) Meetings of the charity trustees shall be called on the direction of the Chair or any three charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

### **19.2 Chairing of meetings**

The Chair or, if not present, the Vice Chair shall preside at meetings of the Trustees. If neither are willing to preside or present within 10 minutes after the time of the meeting, the Trustees present may appoint one of their number to chair that meeting.

### **19.3 Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three Trustees, or the number nearest to one third of the total number of Trustees, whichever is greater, or such larger number as the Trustees may decide from time to time. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

#### **19.4 Participation in meetings by electronic means**

- (a) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- (b) Any Trustee participating at a meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

### **20. Execution of documents**

- 20.1 The Society shall execute documents either by signature or by affixing its seal (if it has one).
- 20.2 A document is validly executed by signature if it is signed by at least two of the Trustees.
- 20.3 If the Society has a seal:
  - (a) it must comply with the provisions of the General Regulations; and
  - (b) it must only be used by the authority of the Trustees or of a committee of Trustees duly authorised by the Trustees. The Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two Trustees.

### **21. Use of electronic communications**

#### **21.1 General**

The Society will comply with the requirements of the Communications Provisions in the General Regulations and in particular:



- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form; and
- (b) any requirements to provide information to the Commission in a particular form or manner.

## 21.2 Use of electronic communications

### (a) To the Society

Any member or Trustee of the Society may communicate electronically with the Society to an address specified by the Society for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Society.

### (b) By the Society

- (i) Any member or Trustee of the Society, by providing the Society with his or her email address or similar, is taken to have agreed to receive communications from the Society in electronic form at that address, unless the member has indicated to the Society his or her unwillingness to receive such communications in that form.
- (ii) The Trustees may, subject to compliance with any legal requirements, by means of publication on its website:
  - (a) provide the members with the notice referred to in clause 11.3 (Notice of general meetings); and
  - (b) give Trustees notice of their meetings in accordance with clause 20.1 (Calling meetings).

### (c) The Trustees must:

- (i) take reasonable steps to ensure that members and Trustees are promptly notified of the publication of any such notice or proposal; and
- (ii) send any such notice or proposal in hard copy form to any member or Trustee who has not consented to receive communications in electronic form.

## 22. Keeping of Registers

The Society must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Trustees.

## 23. Minutes

The Trustees must keep minutes of all:

- (a) appointments of officers made by the Trustees;
- (b) proceedings at general meetings of the Society; and
- (c) meetings of the Trustees and committees of Trustees including:
  - (i) the names of the Trustees present at the meeting;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions.

## **24. Accounting records, accounts, annual reports and returns, register maintenance**

- 24.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Society, within 10 months of the financial year end.
- 24.2 The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Society entered on the Central Register of Charities.

## **25. Rules**

The Trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Society, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the Society on request.

## **26. Disputes**

If a dispute arises between members of the Society 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.

## **27. Amendment of constitution**

- 27.1 This constitution can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Society.
- 27.2 Any alteration of clause 3 (Objects), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any

benefit to be obtained by Trustees or members of the Society or persons connected with them, requires the prior written consent of the Charity Commission.

27.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

27.4 A copy of any resolution altering the constitution, together with a copy of the Society's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

## **28. Voluntary winding up or dissolution**

28.1 As provided by the Dissolution Regulations, the Society may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Society can only be made at a general meeting of the members of the Society called in accordance with clause 11 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- (a) by a resolution passed by a 75% majority of those voting, or
- (b) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting.

28.2 Subject to the payment of all the Society's debts:

- (a) any resolution for the winding up of the Society, or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied;
- (b) if the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Society shall be applied; and
- (c) in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Society.

28.3 The Society must observe the requirements of the Dissolution Regulations in applying to the Commission for the Society to be removed from the Register of Charities, and in particular:

- (a) the Trustees must send with their application to the Commission:
  - (i) a copy of the resolution passed by the members of the Society;
  - (ii) a declaration by the Trustees that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and

- (iii) a statement by the Trustees setting out the way in which any property of the Society has been or is to be applied prior to its dissolution in accordance with this constitution; and
  - (b) the Trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Society, and to any Trustee of the Society who was not privy to the application.
- 28.4 If the Society is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## 29. Interpretation

In this constitution:

**"Connected person"** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled:
  - (i) by the Trustee or any connected person falling within sub-clause (a), (b) or (c) above; or
  - (ii) by two or more persons falling within sub-clause (d)(i), when taken together;
- (e) a body corporate in which:
  - (i) the Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

**"General Regulations"** means the Charitable Incorporated Organisations (General) Regulations 2012.

**"Dissolution Regulations"** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The "**Communications Provisions**" means the Communications Provisions in the General Regulations.

"**Trustee**" or "Trustees" means charity trustee(s) of the Society.