

**Constitution of <<full name>> Charitable Unincorporated**

**1. Adoption of the constitution.**

- (1) The association is called <<full name>> and its property will be administered and managed by the Officers of the Association in accordance with this constitution by a committee selected in accordance with this constitution.
- (2) The Officers and other members of the Association shall be the trustees of the Charity. They will all for the purposes of the Charities Act 2006 be charity trustees of the Charity, and in this constitution they are referred to as "trustees".

**2. The name.**

The Charity's name is [ <<full name>> ]

**3. The objects.**

The Charity's objects (the "objects") are:

*[Note: The objects must align with the purposes of the Charity Commission's web page (e.g. to establish and run a school), the class of people to be benefited (e.g. school age children), and geographic limits] should align with the objects*

**4. Application of the income.**

- (1) The income and capital of the Charity shall be applied solely toward the promotion of the Objects but a Trustee:
- (a) is entitled to be reimbursed for any expenses incurred by him or her when acting on behalf of the Charity;
- (b) may benefit from trust property purchased at the Charity's expense in accordance with the conditions in, Section 189 of the Charities Act 2006.
- (2) None of the income or property of the Charity shall be paid or transferred directly or indirectly by way of dividend or otherwise to any member of the Charity. This does not prevent:
- (a) a benefit from the Charity being made to a beneficiary of the Charity;
- (b) reasonable and proper expenses being incurred for goods or services supplied to the Charity.

## 5. Benefits and payments to Trustees and connected persons

### 5 (1) General provisions

No Trustee or connected person may

- (a) buy or receive goods or services from the Charity on terms preferential to those applicable to the public;
- (b) sell goods or services to the Charity;
- (c) be employed by or receive remuneration from the Charity;
- (d) receive from the Charity money or has a money interest, direct or indirect, which is either

unless the payment is permitted by the Charity Commission or authorised by the court or the Charity Commission ("Commission")

### 5 (2) Scope and powers permitted to Trustees in relation to connected persons' benefits

A Trustee or connected person may

- (a) receive a benefit from the Charity if the Charity is a company [a majority of the Trustees must be satisfied that the benefit is in the best interests of the Charity]  
**OR**  
[it is available generally to the members of the Charity];
- (b) enter into a contract with the Charity, or of goods that are supplied in connection with the Charity, where that is permitted in accordance with the conditions in, Section 185 of the Charities Act 2006;
- (c) subject to sub-clause (2)(d), supply goods or services to the Charity with goods that are not supplied in connection with the Charity by the Trustee or connected person;
- (d) receive interest on money lent to the Charity at a reasonable and proper rate which must not be less than the base rate (also known as the Bank of England bank rate);
- (e) receive rent for premises let to the Charity. The amount of the rent must be reasonable and proper and must be determined at a meeting at which the Trustee or connected person is not present or under discussion.
- (f) take part in the non-charitable activities of the Charity on the same terms as members of the public.

### 5 (3) Payment for supply of goods

The Charity and its Trustees may enter into a contract for the supply of goods if each of the following conditions is satisfied:

- (a) The amount or maximum value of the payment for the goods is set out in an agreement in writing between the Charity and the Trustee or connected person supplying the goods under which the supplier is to supply the goods in accordance with the best interests of the Charity.
- (b) The amount or maximum value 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 must be satisfied that the contract with the Trustee or connected person is in the best interests of the Charity to someone who is not a Trustee or connected person. The Trustees must balance the advantages of the contract against the disadvantages of doing otherwise.

- (d) The supplier is at any meeting at which there is discussion of the proposed contract or arrangement with him or her or it with regard to the Charity.
- (e) The supplier does not attend the meeting and is not to be counted when calculating whether a quorum is present at the meeting.
- (f) The reason for their absence is recorded in the minute book.
- (g) A majority of the Trustees are not in receipt of remuneration or payments authorised by the Charity.

- 5 (4)** In sub-clauses (2) and (3) of clause 4, "the Charity" shall include any person or body in which the Charity:
- (a) holds more than 10% of the shares; or
  - (ii) controls more than 10% of the shares; or
  - (iii) has the right to appoint or remove Trustees to the Board of the company.
- (b) "connected person" shall have the same meaning as in the definition set out in Clause 34 (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) The Trustees must collect all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- (3) The Trustees must apply all the assets of the Charity to the following money:
  - (a) directly for the Objects of the Charity;
  - (b) by transfer to any other charity or charities for purposes the same as or similar to the Objects of the Charity;
  - (c) in such other manner as the Trustees may approve in writing in advance.
- (4) The members may pass a resolution to dissolve the Charity specifying the time at which the Trustees are to apply the assets of the Charity. The Trustees must comply with the resolution if it is consistent with the Objects of the Charity (inclusive in sub-clause (3) above).
- (5) In no circumstances shall any assets of the Charity be paid to or distributed among the members of the Charity (including any member that is itself a charity).
- (6) The Trustees must notify the Charity Commission that the Charity has been dissolved. If the Trustees send the Charity's accounts to the Charity Commission before its dissolution, they must send to the Commission the same accounts as they would have sent to the Charity.

## 7. Amendments of constitution

- (1) The Charity may amend its constitution in accordance with Part 1 of this constitution provided that:
  - (a) no amendment may have the effect of making the Charity cease to be a charity;
  - (b) no amendment may change the Objects if the change would be likely to result in the Charity failing to be a charity.

- (c) no amendment may be made to the Commission;
- (d) any resolution to amend the Commission must be passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in the Constitution may be amended, provided that any such amendment is passed by a simple majority of the members present and voting at a general meeting.

(3) A copy of any resolution adopted by the members must be sent to the Commission within twenty one days of its adoption.

## PART 2

### 8. Membership.

(1) Membership is open to individuals and organisations [who are interested in promoting the Objects and the aims of the Charity].

(2)(a) The Trustees may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

(b) The Trustees must give the applicant a written statement in writing of the reasons for the refusal within twenty-one days of the date of the application.

(c) The Trustees must consider any representations the applicant may make about the refusal of the application. The Trustees' decision following any written representations made by the applicant in writing but shall be final.

(3) Membership is not transferable.

(4) The Trustees must keep a register of the names and addresses of the members which must be made available to the members.

### 9. Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is a company, it is dissolved;
- (2) the member resigns by written notice and, unless, after the resignation, there would be less than two members;
- (3) any sum due from the member is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity to remove a member from membership. A resolution to remove a member from membership shall be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be removed;
  - (b) the member or, at the member's request, the member's representative

acts the Charity;

without the prior written consent of the Trustees.

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## 10. General meetings.

- (1) The Charity must hold a within twelve months of the date of the adoption of this constitution
- (2) An annual general meeting in each subsequent year and not more than fifteen months n successive AGMs.
- (3) At an AGM the members:
  - (a) receive the account previous financial year;
  - (b) receive the report of Charity's activities since the previous AGM;
  - (c) accept the retirement of Trustees who wish to retire [or are retiring by rotation];
  - (d) elect elected Trustees arising;
  - (e) elect from among t to hold office from the end of the AGM until the end of
  - (f) appoint an auditor of for the Charity where required;
  - (g) may confer on any (with her consent) the honorary title of Patron, President of Charity; and
  - (h) discuss and determ or deal with any other business put before them by the
- (4) All general meetings other d special general meetings.
- (5) The Trustees may call a sp any time.
- (6) The Trustees must call a s requested to do so in writing by at least ten members or one ip, whichever is the greater. The request must state the nat is to be discussed. If the Trustees fail to hold the meeting w of the request, the members may proceed to call a special g being so they must comply with the provisions of this constitution

## 11. Notice.

- (1) The minimum period of no general meeting of the Charity is fourteen clear days from th e is deemed to have been given.
- (2) A general meeting may b ice, if it is so agreed by all the members entitled to attend
- (3) The notice must specify t e of the meeting and the general nature of the business to b eting is to be an AGM, the notice must say so.
- (4) The notice must be given t the Trustees.

## 12. Quorum.

- (1) No business shall be transacted at any meeting unless a quorum is present.
- (2) A quorum is, whichever is the greater, (a) <<insert number>> of the members entitled to vote upon the business to be conducted at the meeting, or (b) one tenth of the total membership.
- (3) The authorised representatives of any member organisation shall be counted in the quorum.
- (4) If:
- (a) a quorum is not present at the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to a new date and place as the Trustees shall determine.
- (5) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date time and place of the meeting.
- (6) If no quorum is present at the time appointed for the start of the meeting, the members present at that time shall constitute the quorum for that meeting.

### 13. Chair.

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or if he or she is not present at the time appointed for the meeting, the Trustees shall chair the meeting.
- (3) If there is only one Trustee present at the meeting, he or she shall chair the meeting.
- (4) If no Trustee is present and no person has been appointed for holding the meeting, the members present at the time appointed for holding the meeting and entitled to vote must choose one of their number to chair the meeting.

### 14. Adjournments.

- (1) The members present at a meeting shall decide whether the meeting shall be adjourned.
- (2) The person who is chairing the meeting shall decide the date time and place at which the meeting shall be reconvened, which shall be specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting from which the adjournment was taken.
- (4) If a meeting is adjourned by resolution, the Trustees must reconvene the meeting within fifteen minutes after the time appointed for holding the meeting, and the members for more than seven days, at least seven clear days' notice of the reconvened meeting stating the date time and place of the meeting.

## 15. Votes.

- (1) Each member shall have one vote. In the case of an equality of votes the person who is chairing the meeting shall have an additional vote in addition to any other vote he or she may have.
- (2) Except where otherwise determined by a resolution of the Charity, every issue at a general meeting is determined by a majority of the votes cast by the members present in person or (in the case of a member who is unable to attend in person) through an authorised representative.
- (3) A resolution in writing signed by a majority of the members of the Charity, in the case of a member that is an organisation, by its authorised representative, would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by a different member or more members.

## 16. Representatives of other organisations.

- (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give notice of the name of its representative to the Charity of the name of its representative. The nominee may represent the organisation at any meeting of the Charity unless the notice is withdrawn by the Charity. The nominee may continue to represent the organisation if no notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity by the nominee shall be evidence that the nominee is entitled to represent the organisation at the meeting. The nominee's authority shall not be revoked unless the nominee has been properly appointed by the organisation.

## 17. Officers and trustees.

- (1) The Charity and its proper affairs shall be managed and administered by the Trustees as specified in Clause 1.
- (2) The Charity shall have the following officers:
  - A Chair,
  - A Secretary,
  - A Treasurer.
- (3) A Trustee must be a member of the Charity who is a member of the organisation that is a member of the Charity [and add the appointment] [and add the appointment].
- (4) No one may be appointed as a Trustee who would be disqualified from acting under the provisions of Clause 1.
- (5) The number of Trustees shall be [insert number] [and not more than <<insert number>>].  
**OR**  
[but (unless otherwise determined by a resolution of the Charity in general meeting)]

- shall not be subject to any
- (6) The first Trustees (including Officers at the meeting at which the persons elected as Trustees and Officers are first appointed) shall be the persons elected as Trustees and Officers at the meeting at which the persons elected as Trustees and Officers are first appointed.
- (7) A Trustee may not appoint or nominate another person to act for or her behalf at meetings of the Trustees.
- 18. The appointment of Trustees**
- (1) The Charity in general meeting may appoint or nominate persons to be Trustees and the other Trustees.
- (2) The Trustees may appoint or nominate persons to act as a Trustee. Subject to paragraph 5(b) of this clause, no more than two Trustees may act as Officers.
- (3) [Each of the Trustees shall retire at the conclusion of the AGM next after his or her appointment]  
**OR**  
 [One third (or the number nearest to one third) of the Trustees elected at each AGM, those longest in office, service being made by drawing lots, but those so retiring shall be eligible for re-election at that AGM.]
- (4) No-one may be elected or appointed as a Trustee at any AGM unless prior to the meeting the Charity is given notice in writing by a member of the meeting;  
 (a) is signed by a member of the meeting;  
 (b) states the member's intention to appoint or nominate a person as a Trustee or as an Officer;  
 (c) is signed by the person to be appointed or nominated, and states his or her willingness to be appointed or nominated.
- (5) (a) The appointment or nomination of a person as a Trustee or as an Officer by the Charity in general meeting or by the other Trustees, must not exceed any number fixed by the Charity's Memorandum and Articles of Association.  
**OR**  
 [in accordance with] this clause, the number of Trustees shall not exceed any number fixed by the Charity's Memorandum and Articles of Association.  
 (b) No person shall be an Officer if a person has already been elected or appointed to that office and has not vacated the office.
- 19. Powers of Trustees.**
- (1) The Trustees must manage the affairs of the Charity and they have the following powers in order to further the objects of the Charity (any other purpose):  
 (a) to raise funds. In doing so, they must not undertake any taxable activity and must comply with any relevant statutory regulations;  
 (b) to acquire or hire property and equip it for use;  
 (c) to let or otherwise dispose of any part of the property belonging to the Charity, but only in accordance with the objects of the Charity and subject to the restrictions imposed by the Charity's Memorandum and Articles of Association;  
 (d) to borrow money and to mortgage or charge all or any part of the assets of the Charity, but only in accordance with and subject to the restrictions imposed by the Charity's Memorandum and Articles of Association.



- subject to the restrictions of the Charities Act 2011;
- (e) to co-operate with any bodies and statutory authorities and to exchange information with them;
  - (f) to establish or support any associations or institutions formed for any of the charitable Objects;
  - (g) to acquire, merge or enter into any partnership or joint venture arrangement with any other body for any of the Objects;
  - (h) to set aside funds for future expenditure, but only in accordance with a valid resolution;
  - (j) to obtain and pay for services as are necessary for carrying out the work of the Charity;
  - (k) to open and operate bank accounts as the Trustees consider necessary and to invest funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Charities Act 2011;
  - (l) subject to Clause 5, to make grants or loans to any person;
  - (m) to make grants or loans to any person;
  - (n) to deposit or invest funds (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the need for diversification);
  - (o) to delegate the management of the Charity to a financial expert, but only on terms that:
    - (i) the investment is made in accordance with the powers of the Trustees;
    - (ii) every transaction is authorised by a resolution of the Trustees;
    - (iii) the performance of the expert is reviewed regularly with the Trustees;
    - (iv) the Trustees may terminate the delegation arrangement at any time;
    - (v) the investment arrangement are reviewed at least once a year;
    - (vi) all payments to the expert are on a scale or at a level reported promptly to the Trustees;
    - (vii) the financial expert does not exercise anything outside the powers of the Trustees;
  - (p) to pay for indemnity for the Trustees;
  - (q) to do all such other things as may be necessary for the achievement of the Objects.

- (2) No alteration of this constitution shall have retrospective effect to invalidate any prior resolution.
- (3) Any meeting of Trustees at which a decision is made may exercise the powers of the Trustees.

## 20. Disqualification and removal of Trustees

A Trustee shall cease to hold office if:

- (1) is disqualified from acting as a Trustee under section 178 and 179 of the Charities Act 2011 (or any subsequent modification of that provision);

sections 124 – 126 of the Charities Act 2011;

any bodies and statutory authorities and to exchange information with them;

associations or institutions formed for any of the Objects;

any partnership or joint venture arrangement with any other body for any of the Objects;

future expenditure, but only in accordance with a valid resolution;

services as are necessary for carrying out the work of the Charity;

accounts as the Trustees consider necessary and to invest funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Charities Act 2011;

paid agents, staff or advisers;

the guarantees;

(but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the need for diversification);

to a financial expert, but only on terms that:

writing for the financial expert by the Trustees;

is reviewed regularly with the Trustees;

the delegation arrangement at any time;

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expert are on a scale or at a level reported promptly to the Trustees;

anything outside the powers of the Trustees;

es;

ecessary for the achievement of the Objects.

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present at the time the relevant decision is made may exercise the powers of the Trustees.

- (2) ceases to be a member of
- (3) in the written opinion, given by a medical practitioner treating that person, becomes incapacitated by mental disorder, illness or injury of managing and administering
- (4) resigns as a Trustee by notice only if at least two Trustees will remain in office when the notice takes effect);
- (5) is absent without the permission from all their meetings held within a period of six consecutive meetings resolve that his or her office be vacated.
- (6) is removed by a resolution of the Trustees after they have invited the views of the Trustee concerned on the matter in the light of any such views;
- (7) reaches the age of 75;
- (8) ceases to have the required qualifications shall be such as the Trustees establish as a requirement for either that or these generally.

## **21. Proceedings of Trustees.**

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) The Trustees must hold at least two meetings each year.]
- (3) Any Trustee may call a meeting.
- (4) The secretary must call a meeting if requested to do so by a Trustee.
- (5) Questions arising at a meeting shall be decided by a majority of votes.
- (6) In the case of an equality of votes the chair of the meeting shall have a second or casting vote.
- (7) No decision may be made at a meeting unless a quorum is present at the time the decision is put to the vote.
- (8) The quorum shall be two Trustees, whichever is the greater of one third of the total number of Trustees, or the number as may be decided from time to time by the Trustees.
- (9) A Trustee shall not be counted in the quorum when any decision is made about a matter upon which he or she is to vote.
- (10) If the number of Trustees is less than the quorum, the continuing Trustees or Trustee may call a general meeting.
- (11) The person elected as the chair of the Trustees.



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- (2) Sub-clause (1) of this clause shall not apply to any Trustee to keep any benefit that may be conferred upon him or her by the Trustees or of a committee of Trustees, if, but for sub-clause (1), such benefit would have been void, or if the Trustee has not complied with the provisions of the clause of interests and conflicts of loyalties).

## 24. Delegation.

- |  |                 |  |
|--|-----------------|--|
| <p>(1) The Trustees may delegate more Trustees but the term of office must not exceed 5 years.</p>   |                 | <p>functions to a committee of two or more Trustees. Any delegation must be recorded in the minute book.</p> |
| <p>(2) The Trustees may impose the following conditions on any delegation, including the conditions that:</p> <ul style="list-style-type: none"><li>(a) the relevant powers are exercised exclusively by the committee to whom they delegate;</li><li>(b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget provided by the Trustees.</li></ul> | <p><b>A</b></p> |  |
| <p>(3) The Trustees may revoke or vary any delegation.</p>   | <p><b>M</b></p> |  |
| <p>(4) All acts and proceedings of the Trustees.</p>   |                 | <p>be fully and promptly reported to the Trustees.</p>   |

## 25. Irregularities in proceedings

- (1) Subject to sub-clause (2) of clause 1, no Trustee shall be eligible to be elected or re-elected to a committee of Trustees, save that a Trustee:
- (a) who was disqualified from office;
  - (b) who had previously vacated office;
  - (c) who was not entitled to participate in the management of the company, whether by reason of a conflict of interest or otherwise;
- if, without:
- (d) the vote of that Trustee;
  - (e) that Trustee being counted.

the decision has been made by the trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause shall be null and void if the resolution was passed by the Trustees or of a committee of Trustees if the resolution was passed by the Trustees or of a committee of Trustees to keep any benefit that may be conferred upon him or her by the Trustees or of a committee of Trustees in void.
- (3) No resolution or act of:  
(a) the Trustees;  
(b) any committee of the Trustees;  
(c) the Charity in general shall be invalidated by reason of any procedural irregularity or by reason of any procedural defect has materially prejudiced the interests of the beneficiaries of the Charity.

## 26. Minutes.

The Trustees must keep minutes of

- (1) appointments of Officers and Trustees;
- (2) proceedings at meetings of Trustees;
- (3) meetings of the Trustees and the following including:
  - (a) the names of the Trustees attending;
  - (b) the decisions made at the meetings;
  - (c) where appropriate the reasons for those decisions.

## 27. Annual report and return.

- (1) The Trustees must comply with the requirements under the Charities Act 2011 with regard to:
  - (a) the keeping of accounts for the Charity;
  - (b) the preparation of an annual financial statement for the Charity;
  - (c) the transmission of the annual financial statement to the Charity;
  - (d) the preparation of an annual report for the Charity;
  - (e) the preparation of an annual return for the Charity.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Institute of Chartered Accountants in England and Wales, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## 28. Registered particulars.

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

## 29. Property.

- (1) The Trustees must ensure that the Charity's property that is not vested in the Official Custodian of Charities is held in the name of:
  - (a) all land held by or for the Charity;
  - (b) all investments held by or for the Charity;is vested either in:
  - (i) a corporation entitled to hold property on behalf of the Charity; or
  - (ii) the name of at least two Trustees for the Charity; or
  - (iii) not less than three other persons, who may be appointed (and removed) by the Trustees,
- (2) The terms of the appointment of Trustees must provide that they may act only in accordance with law and that if they do so they will not be liable for the actions of the Trustees or of the members of the Charity.

- (3) The Trustees may remove any time.

### 30. Repair and insurance.

The Trustees must keep in repair risks all the buildings and other property (except buildings required to be kept in repair and insured by a tenant), and employer's liability.

### 31. Notices.

- (1) Any notice required by this or by any person must be:
- (a) in writing; or
  - (b) given using electronic communication.
- (2) Notice may be given to a member:
- (a) personally; or
  - (b) by sending it by post to his or her address; or
  - (c) by leaving it at the member's address; or
  - (d) by giving it using electronic communication to the member's address.
- (3) A member who does not register a postal address that is not his or her address shall not be entitled to receive any notice from the Charity.
- (4) A member present in person at a meeting of the Charity shall be deemed to have received notice of the meeting 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 notice was given.
- (b) Proof that a notice 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 have been given 48 hours after the envelope containing it was posted or, in the case of electronic communication, 48 hours after it was sent.

### 32. Rules.

- (1) The Trustees may from time to time make bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters which are not restricted to them:
- (a) the admission of members and organisations to membership and the entrance fees and other fees or payments to be made by members;

- members;
  - (b) the conduct of members of the Charity's employees;
  - (c) the setting aside of any particular time;
  - (d) the procedure at general meetings if such procedure is not contained in the constitution;
  - (e) the keeping and accounting of the books (If regulations made under this clause permit records to be kept in electronic form and require a signature, they must specify a method of recording and verifying such records as authentic.)
  - (f) generally, all such matters as may be determined by the subject matter of the rules of the Charity.
- (3) The Charity in general meeting may alter, add to or repeal the rules or bye-laws.
- (4) The Trustees must adopt any resolution sufficient to bring the rules and bye-laws to the notice of members of the Charity.
- (5) The rules or bye-laws shall not be inconsistent with the provisions of the law. No rule or bye-law shall be inconsistent with the constitution. No rule or bye-law shall repeal anything contained in, this constitution.

### 33. Disputes

If a dispute arises between members of the Charity, the validity or propriety of anything done by the members under the constitution or the dispute cannot be resolved by agreement, the parties to the dispute shall, in good faith to settle the dispute by mediation before resorting to litigation.

### 34. Interpretation.

In this constitution, "connected person" means:

- (1) a child, parent, grandchild, grandparent or other person falling within paragraph (1) above;
- (2) the spouse or civil partner of a person falling within paragraph (1) above;
- (3) a person carrying on business in partnership with a Trustee or with any person falling within paragraph (1) or (2) above;
- (4) an institution which is controlled by:
  - (a) by the Trustee or any person falling within paragraph (1), (2), or (3) above; or
  - (b) by two or more persons falling within paragraph (4)(a), when taken together;
- (5) a body corporate body in which:
  - (a) the Trustee or any connected person falling within paragraphs (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within paragraph (5)(a) who, when taken together, have a substantial interest;
- (6) Sections 350 - 352 of the Companies Act 2006 for the purposes of interpreting the meaning of "connected person".

terms used in this clause

<b>SIGNATURE</b>		<b>POSITION</b> (e.g. Chair, Committee member)

**ADOPTED AT A MEETING  
HELD AT <<address>>  
ON <<date>>**