

Pannal Ash Junior Football Club:

Constitution

adopted on the10th September..... 2014

PART 1

1. Adoption of the constitution

The charity 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 Pannal Ash Junior Football Club (and in this document it is called "the charity" or "the club"). The name of the charity may be changed at an Annual General Meeting (AGM) or at an Extraordinary General Meeting (EGM) at which the proposed change of name must be accepted by not less than 66 percent of members attending and voting.

3. Objects

The charity's objects ("the objects") are to advance healthy recreation and physical education of children and young people up to the age of 18 in the Harrogate and District area through the playing of, and coaching in, association football.

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 for England and Wales ('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 charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- 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 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 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 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 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 charity.
 - 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.
 - g) A majority of the 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 34 (Interpretation).

6. Dissolution

- 1) The Club can only be disbanded at an annual general meeting or a special general meeting. Any proposal put forward must be accepted by not less than 66 percent of members attending and voting. A proposal to disband must be made in writing to the Club Secretary at least 14 days prior to any meeting.
- 2) If the members resolve to dissolve the charity the trustees will remain in office as trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- 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;
 - c) in such other manner as the Commission may approve in writing in advance.
- 5) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- 6) 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).
- 7) 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 clauses 4 or 5 without the prior written consent of the Commission;
 - d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than 66% of the members present and voting at a general meeting.
- 2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- 3) A copy of any resolution amending this constitution and the constitution as amended by the resolution shall be sent to the Commission within twenty one days of it being passed.

8. Membership

- 1) Membership is open to individuals who are approved by the Executive Committee. Playing members must have fully completed a registration form and paid the necessary subscription fee in force and/or by August 31st at the latest each year.
 - a) Playing members who join during any current season shall register and pay a subscription fee on a pro rata basis.
 - b) Only those Playing members that have registered with the club and/or the appropriate league shall be eligible to play in competitive games for the club.
 - c) Playing members will cease to be registered members and/or affiliated to the club in accordance with current regulations and directives of the said league and/or Football Association Ltd which are in force at the appropriate time, and/or on completion of any commitment to the club.
 - d) The parents, guardians and siblings of Playing members shall be deemed to be [family] members of the Club for the current season. Parents/guardians shall be entitled to one vote per Playing member at an AGM or EGM.
 - e) The Executive Committee of the club may bestow Honorary Membership upon any named individual. Honorary members shall have no voting rights unless they are elected officers of the Club in their own right.
- 2)
 - a) The Executive Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the club to refuse the application.
 - b) The Executive Committee must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
 - c) The Executive Committee must consider any written representations the applicant may make about the decision. The Executive Committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- 3) Membership is not transferable to anyone else.
- 4) The Executive Committee must keep a register of names and addresses of the members which must be made available to any member upon request.
- 5) All members must adhere to the club's Code of Conduct which sets out the club's full disciplinary procedures. All members of the club are also subject to the rules and/or disciplinary procedures of the Football Association Ltd. (WRCFA), and any such league and/or Cup competition in which the Club is represented.
- 6) All Team managers of the club must be appointed with the approval of the Executive Committee, must abide by the club's Code of Conduct relating to Managers and/or Coaches, and obtain a minimum of:

- a) Current Football Association Junior Team Managers Certificate
- b) West Riding County Football Association Child Protection Identification Card
- c) Registration with the Football Association Ltd

9. Termination of membership

Membership is terminated if:

- a) the member dies or, if it is an organisation, ceases to exist;
- b) the member resigns by written notice to the club unless, after the resignation, there would be fewer than 2 members;
- c) any sum due from the member to the club is not paid in full within 6 months of it falling due;
- d) the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove or suspend a member from membership may only be passed in accordance with the Disciplinary Procedures as defined within the club's Code of Conduct.

10. General meetings

- 1) The charity must hold a general meeting within 12 months of the date of the adoption of this constitution.
- 2) An annual general meeting must be held in each subsequent year.
- 3) All general meetings other than annual general meetings shall be called special general meetings.
- 4) The trustees may call a special general meeting at any time subject to clause 11 1) below.
- 5) The trustees must call a special general meeting if requested to do so in writing by at least one tenth of the membership. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within 28 days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.
- 6) Any proposal to amend any Code of Conduct of the club shall only be made by the members in general meeting and if such resolution is passed by not less than 66% of the members present and voting at such meeting.

11. Notice

- 1) The minimum period of notice required to hold any general meeting of the charity is 14 clear days from the date on which the notice is deemed to have been given.
- 2) A general meeting may be called by shorter notice, if it is so agreed by all the 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 the members and to the trustees.

12. Quorum

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

2) A quorum is 66 percent of trustees plus six members entitled to vote upon the business to be conducted at the meeting.

3) The authorised representative of a member organisation shall be counted in the quorum.

4) 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.

5) The trustees must re-convene the meeting and must give at least 7 clear days' notice of the re-convened meeting stating the date time and place of the meeting.

6) If no quorum is present at the re-convened meeting within 15 minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. Chair

1) General meetings shall be chaired by the person who has been elected as Chair of the Executive Committee.

2) If there is no such person or he or she is not present within 15 minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.

3) If there is only one trustee present and willing to act, he or she shall chair the meeting.

4) If no trustee is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14. Adjournments

1) The Chair 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 an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

4) If a meeting is adjourned by a resolution of the Chair for more than 7 days, at least 7 clear days' notice shall be given of the re-convened meeting stating the date time and

place of the meeting.

15. Votes

- 1) 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.
- 2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who 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 or on behalf of one or more members.

16. Representatives of other bodies

- 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 written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.
- 3) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

17. Officers and trustees

- 1) The charity and its property shall be managed and administered by an Executive Committee comprising the trustees, officers and Team managers elected in accordance with this constitution. The trustees, officers and the Team managers are together called 'the Executive Committee'.
- 2) The Executive Committee shall include the following:
 - a) A Chairman,
 - b) A Vice Chairman
 - ~~c) A Secretary,~~
 - d) A Treasurer.
- 3) A trustee must be a member of the charity or the nominated representative of an organisation that is a member of the charity.
- 4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20.
- 5) The number of trustees shall be not less than 3 but, unless otherwise determined by a resolution of the charity in general meeting, shall not be subject to any maximum.

- 6) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.
- 7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

18. Appointment of trustees

- 1) The members of the charity in general meeting shall elect the Executive Committee.
 - a) The Executive Committee may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, they may also appoint trustees to act as officers. The Executive Committee shall consist of the trustees of the charity, elected officers and elected team members of the club.
 - b) The President and Vice-President of the Club can be officers or former officers. Their duties will be to attend official functions and they are expected to bring the benefit of their wisdom and experience to the Executive Committee.
 - c) The Chairman will be responsible for the conduct of all meetings of the Executive Committee and/or any other Sub-Committee meetings. The Chairman shall represent the club at all official functions. The Vice Chairman shall deputise for the Chairman whenever required.
 - d) The Secretary of the Club will be responsible for dealing with all correspondence, produce agendas, take and produce minutes of the Executive Committee meetings, annual, and special general meetings and Sub-Committee meetings. The proceedings of Sub-Committees shall be reported to the Executive Committee.
 - e) The Treasurer of the Club shall record all receipt and payments and will produce monthly accounts showing the current financial position. He or she will be responsible for the depositing and dispensing of all monies and will produce accounts for the annual general meeting. The Treasurer shall keep all accounts for a period of not less than 6 years. The Treasurer must be one of the trustees that sanctions and signs any cheques, along with another member of the Executive Committee who is also an authorised signatory to the bank accounts of the Club.
 - f) The Child Protection Officer of the Club shall be responsible for all child protection issues. The Child Protection Officer will develop a positive and proactive position in order to best protect the children and young people that are members of the Club, enabling them to participate in all activities in an enjoyable safe and friendly environment as defined in the Club Child Protection Policy.
 - g) Team managers of the Club shall be responsible for the safety, equity, wellbeing, general administration, equipment, good quality coaching and enjoyment of the

age group they manage as defined in the Club Code of Conduct for Managers and Coaches.

- 2) Each of the Executive Committee shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- 3) No-one may be elected a trustee or an officer at any annual general meeting unless he charity is given a notice that:
 - a) is signed by a member entitled to vote at the meeting;
 - b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
 - c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 4) 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.

19. Powers and duties of trustees

- 1) The Executive Committee must manage the affairs of the charity and have the following powers in order to further the objects (but not for any other purpose):
 - a) to be responsible for the financial affairs and/or the general administration of the club. The Executive Committee shall at their discretion by one vote per member, make any decisions regarding financial/administrative matters as deemed necessary by a show of hands.
 - b) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - d) 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;
 - e) 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;
 - f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;

- h) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - j) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
 - k) 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;
 - l) to do all such other lawful things as are necessary for the achievement of the objects.
- 2) All members and officers of the Executive Committee must act in the best interests of the club and ensure they maintain the highest standards of behaviour and trustworthiness and must act under the direction of the Executive Committee at all times. All members and officers must keep and/or make records available to the Executive Committee on demand and keep financial records and/or annual accounts for a period of not less than 6 years.
 - 3) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
 - 4) 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.
 - 5) The Executive Committee shall meet at least once every calendar month. Every team must be present and/or represented.
 - 6) The Annual General Meeting (AGM) shall be held every year no later than the 31st August in each year. Written notice of the date, time and location of the AGM shall be given to all members of the Club at least fourteen (14) days prior to the meeting.
 - 7) Unless provided otherwise in this constitution, all proposals put to general meetings shall be decided by a simple show of hands; the majority will carry the motion. Where necessary the Chairman shall have a second or casting vote.
 - 8) Each annual general meeting shall have an agenda to include:
 - a) The minutes of the previous annual general meeting;
 - b) The Secretary's Report;
 - c) The Treasurer's Report to include the annual accounts to the most recent year end;
 - d) The election of Officers and Honorary members;
 - e) Any other business. Any item for discussion and/or proposal must be submitted in

writing to the Secretary at least 7 days prior to the AGM.

- 9) The Executive Committee may convene an Extraordinary General Meeting (EGM) by giving at least 14 days written notice to all members. An EGM may assume some and/or all of the functions of an AGM. This will be at the discretion of the Executive Committee.
- 10) Amendments and/or alterations to the Club Constitution or Code of Conduct can only be made at an AGM or EGM. Any proposed amendments and/or proposals must be submitted to the Club Secretary in writing. Following this they must have a majority vote in favour of at least 66 percent of votes cast. Where necessary the Club Chairman will have the casting vote.

20. 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) ceases to be a member of the charity;
- 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 3 months;
- 4) resigns as a trustee by notice to the charity (but only if at least 2 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 6 consecutive months and the trustees resolve that his or her office be vacated.

21. Proceedings of trustees

- 1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 2) Questions arising at a meeting must be decided by a majority of votes.
- 3) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 4) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. For trustee meetings, a quorum is 66 percent of trustees.
- 5) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- 6) If the number of trustees present at a meeting is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 7) The person elected as the Chairman shall chair meetings of the trustees.

- 8) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- 9) 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.
- 10) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee 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 or (as the case may be) a committee of trustees duly convened and held.
- 11) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

22. Conflicts of interests and conflicts of loyalties

A 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 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).
- 3) Any 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 trustees on the matter.

23. Saving provisions

- 1) Subject to sub-clause (2) of this clause, all decisions of the trustees, or of a sub-committee of the trustees, shall be valid notwithstanding the participation in any vote of a 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 trustee and 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, but for sub-clause (1), the resolution would have been void, or if the trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24. Delegation

- 1) The trustees may delegate any of their powers or functions to a sub-committee of 2 or more trustees but the terms of any such delegation must be agreed and recorded in writing.
- 2) The trustees may impose conditions when delegating, including the conditions that:
 - a) the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;
 - b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed by the members of the sub-committee with the trustees.
- 3) The trustees may revoke or alter a delegation at any time.
- 4) All acts and proceedings of any sub-committees must be fully and promptly reported to the trustees.

25. Irregularities in proceedings

- 1) Subject to sub-clause (2) of this clause, all acts done by a meeting of trustees, or of a sub-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 sub-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.

26. Minutes

The trustees must keep minutes of all:

- 1) appointments of officers and trustees made by the members and trustees;
- 2) proceedings at meetings of the members of the charity;
- 3) meetings of the trustees and sub-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.

27. 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.

28. Registered particulars

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

29. 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 entitled to act as custodian trustee or in not fewer than 3 individuals appointed by them as holding trustees.
- 2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- 3) The trustees may remove the holding trustees at any time.

30. 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.

31. 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.

32. Rules

- 1) The trustees may from time to time make rules or bye-laws for the conduct of the charity's affairs .
- 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.

33. 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.

34. 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;