

**CONSTITUTION  
OF  
FRIENDS OF CATHEDRAL MUSIC  
(the “Society”)**

**Adopted on the 23rd day of June 2007  
Amendment of Clauses 11 & 12 approved on 6 June 2015**

**PART 1**

**1 ADOPTION OF THE CONSTITUTION**

The Society and its property will be administered and managed in accordance with the provisions of Parts 1 and 2 of this Constitution.

**2 NAME**

The name of the society is “**Friends of Cathedral Music**” (“the Society”).

**3 OBJECTS**

The Objects of the Society are to advance the education of the public in the art of music with special reference to the Choral Service in Cathedrals, Collegiate Churches and Chapels and other appropriate places of worship.

**4 APPLICATION OF INCOME AND CAPITAL**

4.1 The income of the Society shall be applied solely towards the promotion of the Objects.

4.2 The Trustees may, at their discretion, spend all or part of the capital of the Society in promoting the Objects.

4.3 Subject to Clauses 4.4 and 4.5 below, 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.

4.4 A Trustee may pay out of, or be reimbursed from, the property of the Society reasonable expenses properly incurred by him or her when acting on behalf of the Society.

4.5 A Member (including a Trustee) who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for work done by him or his firm when instructed by the Trustees so to act in that capacity on behalf of the Society provided that:

4.5.1 This provision shall not apply to a Member who is an Executive Officer;

- 4.5.2 At no time shall a majority of the Trustees benefit under this provision; and
- 4.5.3 A Trustee shall withdraw from any meeting at which his own instruction or remuneration, or that of his firm, is under discussion.
- 4.6 No Trustee may be paid or receive any other benefit for carrying out his duties as a Trustee.
- 4.7 A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

**5 DISSOLUTION**

- 5.1 The Society may be wound up or dissolved upon the passing of a Resolution to that effect at an Annual General or Special Meeting by a majority of not less than two-thirds of all members of the Society voting either in person or by proxy in a poll of members conducted at such meeting.
- 5.2 Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the audited statement of accounts for the final accounting period must be sent to the Charity Commission.
- 5.3 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.
- 5.4 The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that Power or authority shall be deposited at the address of the Secretary of the Society or at such other place within the United Kingdom as is specified for that purpose in the Notice convening the meeting not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 5.5 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

**The Friends of Cathedral Music (The Secretary)**  
 I/WE .....of.....in the  
 County of.....being member/members of the above  
 named Society hereby appoint.....of.....as  
 my/our proxy to vote for me/us on my/our behalf at the Annual/Special

General Meeting of the Society to be held on the.....day of.....20..... and at any adjournment thereof.

This form is to be used **\*in favour of OR against the resolution.**

Unless otherwise instructed, the proxy will vote as he/she thinks fit.

*(\*Strike out whichever is not desired)*

## 6 ALTERATIONS

- 6.1 Alterations or additions to this Constitution may be made by a majority of members attending and voting at the Annual General or Special Meeting of the Society.
- 6.2 Notice of any proposed additions or alterations shall be given in writing to the Secretary who shall state in the notice convening the meeting that alterations or additions to the Constitution are proposed and shall state so far as is practicable the general effect of the proposal.
- 6.3 No amendment may be made to clauses 3 and 5 of this Constitution or this clause 6 without the prior approval of the Charity Commission and no alteration or addition or deletion may be made the effect of which would cause the Society at any time to cease to be a charity at law.

## PART 2

## 7 POWERS

In addition to any other powers they have, the Trustees may exercise any of the following Powers in order to further the Objects (but not for any other purpose): -

- 7.1 To support and encourage those responsible for the maintenance of the Choral Service;
- 7.2 To stress the value of Cathedral music in changing situations;
- 7.3 To arrange and provide for the holding of gatherings, meetings, exhibitions, lectures, seminars, courses, choral services and choir recitals and performances associated therewith;
- 7.4 To establish scholarships and to make grants and loans of money and to give guarantees for the support of choirs and other musical endeavours which are concerned with maintaining the traditions of choral service in Cathedrals, Collegiate Churches and Chapels and other appropriate places of worship;
- 7.5 To collect, publish and disseminate information on all matters affecting the Objects and to co-operate and exchange such information with other bodies having similar charitable purposes;
- 7.6 To promote or carry out research;
- 7.7 To provide advice;
- 7.8 To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- 7.9 To establish, support or administer other charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 7.10 To acquire, merge with, or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects.
- 7.11 To establish or acquire subsidiary companies to assist or act as agents for the Society;
- 7.12 To procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or sound recordings as shall further the Objects of the Society;
- 7.13 To buy, take on lease or in exchange, hire or otherwise acquire property of any kind and to maintain and equip it for use;
- 7.14 To sell, lease or otherwise dispose of all or any part of the property of any kind belonging to the Society (but only in accordance with the restrictions imposed by the Charities Act);
- 7.15 To raise funds and procure contributions and subscriptions to the Society by personal or written appeals, public meetings or otherwise (but not by means of taxable trading). In doing so, the Trustees comply with any relevant statutory regulations;
- 7.16 To accept gifts and legacies;
- 7.17 To employ or to engage and pay any honorarium to any person or persons (who shall not be a Trustee) to supervise, organise and carry on the work of the Society and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 7.18 To set aside funds for special purposes, or as reserves against future expenditure;
- 7.19 To deposit or invest funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- 7.20 To delegate the management of investments to a financial expert, but only on terms that: -
  - 7.20.1 The investment policy is recorded in writing for the financial expert by the Trustees;
  - 7.20.2 Every transaction is promptly reported to the Trustees;
  - 7.20.3 The performance of the investments is regularly reviewed with the Trustees;

- 7.20.4 The Trustees are entitled to cancel the delegation arrangement at any time;
  - 7.20.5 The investment policy and the delegation arrangement are reviewed at least once a year;
  - 7.20.6 All payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Trustees upon receipt;
  - 7.20.7 The financial expert must not do anything outside the powers of the Trustees.
- 7.21 To open and operate such bank and other accounts as the Trustees consider necessary;
  - 7.22 To obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
  - 7.23 To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
  - 7.24 To enter into contracts to provide services to or on behalf of other bodies;
  - 7.25 To do all such other lawful things as are necessary for the achievement of the Objects.

## **8 MEMBERSHIP**

### **8.1 Definition of Member**

The term "Member" shall mean an individual member, or a member organisation (as defined by clause 8.3), whether body corporate or unincorporated association, who has fulfilled the eligibility requirements of clause 8.2 and shall not include individuals who are junior members as provided for by clause 8.6.

### **8.2 Eligibility**

- 8.2.1 Membership of the Society is open to any individual over the age of eighteen, or any body corporate or unincorporated association, interested in furthering the Objects of the Society.
- 8.2.2 The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.
- 8.2.3 The Trustees must inform the applicant in writing of the reason for the refusal within twenty-one days of the decision.
- 8.2.4 The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

- 8.2.5 Membership is not transferable to anyone else.
- 8.2.6 Every eligible individual, body corporate, or unincorporated association is or is deemed to be a Member of the Society and is entitled to one vote at its meetings provided that: -
- 8.2.6.1 The name of the individual, body corporate or unincorporated association appears in the current list of Members (“the Register of Members”) maintained by the Society and so long as membership has not terminated under clause 8.5; or
  - 8.2.6.2 The individual, body corporate or unincorporated association has applied for membership, or tendered a subscription, and has received official notification of membership or the Society’s official receipt.
- 8.2.7 The Register of Members must be made available to any Member on request save where and to the extent to which this would infringe any provision of the Data Protection Act 1998.

### **8.3 Member Organisations**

- 8.3.1 Each Member organisation shall: -
- 8.3.1.1 Appoint an individual to represent it (“the Appointed Representative”) and to vote on its behalf at meetings of the Society.
  - 8.3.1.2 If that individual is unable to attend, it may appoint an alternate.
  - 8.3.1.3 Each Member organisation shall notify in writing the name of the individual appointed to represent it for the time being and of any alternate (and any changes of appointments) to the Secretary.

### **8.4 Subscription**

- 8.4.1 There shall be an annual subscription for membership the amount of which shall be at the discretion of each Member subject to any minimum amount which shall from time to time be determined by the Trustees. The amount paid shall not be published otherwise than to the Trustees and the Auditors.
- 8.4.2 Subscriptions shall relate to the 12 month period following the date of payment.

### **8.5 Termination of Membership**

Membership is terminated if: -

- 8.5.1 The Member dies or, if it is a Member organisation, ceases to exist;
- 8.5.2 The Member resigns by written notice to the Society unless, after the resignation, there would be less than two Members;
- 8.5.3 Any Member has not paid the annual subscription due in accordance with clause 8.4 above and has not notified the Secretary of his or its desire to remain a Member;
- 8.5.4 The Member is removed from membership by a resolution of the Trustees that it is in the best interests of the Society that his membership is terminated. The resolution must be passed by a two-thirds majority and is only valid if: -
  - 8.5.4.1 The Member, or the Member organisation through its Appointed Representative, has been given at least twenty-one day's notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
  - 8.5.4.2 Before a final decision has been made, the Member, or the Member organisation through its Appointed Representative, has been allowed to make representations to the meeting of the Trustees, accompanied by a friend, representative or adviser.

## 8.6 Junior Membership

- 8.6.1 Junior Membership is open to any individual under the age of eighteen years who is interested in and supportive of the work of the Society.
- 8.6.2 Junior Membership does not confer on the individual a right to vote at meetings of the Society, or a right to be appointed as a Trustee.
- 8.6.3 The Trustees shall determine the requirements for Junior Membership from time to time.

## 8.7 Intellectual property rights

Any Member creating any work for the purposes or benefit of the Society in which intellectual property rights vest shall assign such rights and shall waive such moral rights as may subsist in the said work by deed for no consideration to the Trustees of the Society for the benefit of the Society.

## 9 HONORARY OFFICE HOLDERS

- 9.1 There shall be the following Honorary Office Holders of the Society:-
  - 9.1.1 One or more Patrons subject to a maximum of three;

- 9.1.2 A President;
- 9.1.3 One or more Vice Presidents subject to a maximum of six.
- 9.2 The Honorary Office Holders shall not be Trustees.
- 9.3 The Patrons, President and Vice President(s) shall be elected at the Annual General Meeting and shall serve for as long as they are willing.

## 10 EXECUTIVE OFFICERS

- 10.1 The Society shall have the following Executive Officers:-
  - 10.1.1 A Chairman;
  - 10.1.2 A Secretary; and
  - 10.1.3 A Treasurer.
- 10.2 The Executive Officers shall be Trustees.
- 10.3 The Executive Officers shall be elected at the Annual General Meeting and shall serve for a period of three years, after which they will be eligible for re-election for further periods of three years.

## 11 MANAGING OFFICERS

- 11.1 The Society shall have the following Managing Officers, who shall be elected at the Annual General Meeting and shall serve for a period of three years, after which they will be eligible for re-election for further periods of three years:-
  - 11.1.1 A Grants Secretary;
  - 11.1.2 A National Gatherings Manager; and
  - 11.1.3 An Editor of *Cathedral Music*.
- 11.2 The Managing Officers shall be Trustees.
- 11.3 The Managing Officers shall be elected at the Annual General Meeting and shall serve for a period of three years, after which they will be eligible for re-election for further periods of three years.

## 12 THE COUNCIL OF TRUSTEES

- 12.1 **The Constitution of the Council of Trustees**
  - 12.1.1 The Society and its property shall be managed and administered by the Council of Trustees.
  - 12.1.2 The Council of Trustees shall comprise the Officers and Trustees elected or appointed in accordance with this Constitution, together known as "the Trustees".



- 12.1.3 A Trustee must be a Member of the Society or the Appointed Representative of a member organisation.
- 12.1.4 No one may be appointed a Trustee if he would be disqualified from acting under the provisions of clause 12.6.
- 12.1.5 A Trustee may not appoint anyone to act on his behalf at a meeting of the Council of Trustees.
- 12.1.6 The Council of Trustees shall comprise a maximum of twenty-one Trustees made up of:-
  - 12.1.6.1 the three Executive Officers;
  - 12.1.6.2 the three Managing Officers;
  - 12.1.6.3 up to nine Elected Trustees appointed in accordance with clause 12.2 below.
  - 12.1.6.4 up to three Co-opted Trustees appointed in accordance with clause 12.3 below
  - 12.1.6.5 up to three Nominated Trustees appointed in accordance with clause 12.4 below; and

## 12.2 **Appointment of Elected Trustees**

- 12.2.1 The Elected Trustees shall be elected by the Members at the Annual General Meeting of the Society.
- 12.2.2 One third of the Elected Trustees, or if their number is not a multiple of three, the number nearest to one-third, shall retire from office at each Annual General Meeting. The Elected Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Elected Trustees became Trustees on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot.
- 12.2.3 In the case of an Elected Trustee who has only served for one term, he shall be eligible to be elected as a Trustee for a second term.
- 12.2.4 In the case of an Elected Trustee who has served for two successive terms, he shall not be eligible to be elected again until one year has elapsed.
- 12.2.5 The Trustees shall have the power to appoint a Member as Trustee to fill any casual vacancy in the Council of Trustees body until the next Annual General Meeting. Any Member so appointed as Trustee shall retire at the next Annual General Meeting but shall be eligible for re-election as an Elected Trustee.

- 12.2.6 No-one may be elected as a Trustee at an Annual General Meeting unless prior to the meeting the Society is given a notice that: -
- 12.2.6.1 is signed by two Members entitled to vote at the Annual General Meeting;
  - 12.2.6.2 states those Members' intention to propose the election of a named Member as a Trustee;
  - 12.2.6.3 is signed by the Member who is to be proposed to show his willingness to be elected.
- 12.2.7 The appointment of a Trustee must not cause the number of Trustees to exceed the number fixed in accordance with clause 12.1.6 above as the maximum number of Trustees.
- 12.2.8 The Trustees may not appoint one of their number to be an Officer if a Trustee has already been elected or appointed to that office and has not vacated the office.

### 12.3 **Co-Opted Trustees**

- 12.3.1 The Council of Trustees shall have the power to co-opt as additional Trustees such Members of the Society as they consider necessary in assisting with the management and administration of the Society, subject to a maximum of three ("the Co-Opted Trustees").
- 12.3.2 A Co-Opted Trustee shall be eligible to serve for one fixed term of three years.
- 12.3.3 A Co-Opted Trustee shall be entitled to vote at meetings of the Council of Trustees.

### 12.4 **Nominated Trustees**

- 12.4.1 The Trustees shall from time to time nominate up to three bodies which shall each have the right to nominate one Trustee. The Trustees may determine by serving notice on the body concerned that a particular body shall no longer be a nominating body and may appoint a new nominating body in its place.
- 12.4.2 Each of the persons nominated as a Trustee under clause 12.4.1 may but need not be a member of the appointing body and shall be appointed at a meeting convened and held in accordance with the usual practice of the appointing body.
- 12.4.3 In each case, the name of the person appointed as a Trustee shall be notified to the Secretary. The appointment will be effective either from the date of the vacancy or the date on which the Secretary is informed of the appointment, whichever is the later.

12.4.4 The appointment of a nominated trustee may be terminated by the nominating body and any such termination shall be notified by the nominating body to the Secretary. The termination will be effective from the date on which the Secretary is informed of the termination.

## 12.5 **Honorary Members**

The Council of Trustees may appoint Honorary Members of the Society who shall not be entitled to vote at meetings of the Society.

## 12.6 **Disqualification and Removal of Trustees**

12.6.1 A Trustee shall cease to hold office if : -

12.6.1.1 he is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act (or any statutory re-enactment or modification of that provision);

12.6.1.2 he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

12.6.1.3 he ceases to be a Member of the Society;

12.6.1.4 he resigns as a Trustee by notice to the Society (but only if at least seven Trustees will remain in office when notice of resignation is to take effect).

12.6.1.5 in the case of a Nominated Trustee, the body that appointed him ceases to be a nominating body under clause 12.4.1.

# 13 **ADMINISTRATION AND MANAGEMENT**

## 13.1 **Delegation to Committee**

13.1.1 In addition to the statutory powers, the Trustees may delegate all or any of their powers or functions required to be transacted or performed to a committee of at least five Members of which at least one must be an Executive Officer and at least one must be a Trustee other than an Executive Officer ("the Committee").

13.1.2 The Trustees shall exercise reasonable supervision over any Trustees or Members acting on their behalf under this provision.

13.1.3 The Committee must act in accordance with any directions given by the Trustees and must report its decisions fully and promptly to the Trustees.

13.1.4 The Trustees acting in a Committee constituted under the terms of this clause must not incur expenditure on behalf of the

Society except in accordance with a budget previously agreed by the Trustees.

13.1.5 The Trustees must exercise their powers under the terms of this clause jointly at properly convened meetings, except where they have: -

13.1.5.1 Delegated the exercise of their powers (either under this provision or any other statutory provision); or

13.1.5.2 Made some other arrangements by regulations under clause 16.

13.1.6 The Trustees must consider from time to time whether the powers or functions, which they had delegated, should continue to be delegated.

## 14 MEETINGS OF THE SOCIETY

14.1 The Society shall be administered and managed by the Trustees and for this purpose there shall be the following meetings (“the Meetings”): -

14.1.1 Meetings of the Council of Trustees (known as “Council Meetings”); and

14.1.2 Meetings of any Committee properly constituted under clause 12 above (known as “Committee Meetings”); and

14.1.3 “General Meetings” being either: -

14.1.3.1 The Annual General Meetings; or

14.1.3.2 A Special General Meeting.

### 14.2 Council Meetings

14.2.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.

14.2.2 Any Trustee may call a Council Meeting.

14.2.3 The Secretary must call a Council Meeting if requested to do so by a Trustee.

14.2.4 Subject to clause 14.2.5 all acts done by a Council Meeting shall be valid notwithstanding the participation in any vote of a Trustee: -

14.2.4.1 Who is disqualified from holding office;

14.2.4.2 Who had previously retired or who had been obliged by the Constitution to vacate office;

14.2.4.3 Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If, without: -

14.2.4.4 The vote of that Trustee; and

14.2.4.5 That Trustee being counted in the quorum;

14.2.4.6 The decision has been made by a majority of the Trustees at a quorate Council Meeting.

14.2.5 Clause 14.2.4 does not permit a Trustee to keep any benefit that may be conferred upon him by a resolution of the Trustees if the resolution would otherwise have been void.

### **14.3 Annual General Meetings**

14.3.1 The Trustees shall hold an Annual General Meeting at a place and time to be decided and not more than 15 months may elapse between successive Annual General Meetings.

14.3.2 The purpose of the Annual General Meeting shall be to: -

14.3.2.1 Receive the Annual Report for the previous financial year ;

14.3.2.2 Receive the audited Financial Statements for the previous financial year;

14.3.2.3 Elect the:

(a) Honorary Office Holders;

(b) the Executive Officers;

(c) the Managing Officers; and

(d) the Elected Trustees in accordance with clause 12.

14.3.2.4 Appoint an auditor; and

14.3.2.5 Transact any other business.

### **14.4 Special General Meetings**

14.4.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

14.4.2 The Trustees may call a Special General Meeting at any time.

14.4.3

14.4.3.1 The Chairman may at any time and in his complete discretion call a Special General

Meeting if requested to do so in writing by at least twenty-five Members.

14.4.3.2 The Secretary must call the Special General Meeting within twenty-one days of receiving confirmation from the Chairman that the written request for a Special General Meeting has been approved.

14.4.3.3 The request must state the nature of the business that is to be discussed.

## 15 PROCEDURE AT MEETINGS OF THE SOCIETY

### 15.1 Chairman

15.1.1 Any Meeting shall be chaired by the person elected as Chairman in accordance with clause 10.

15.1.2 If there is no such person, or he is not present within fifteen minutes of the time appointed for the Meeting, a Trustee nominated by those Trustees present shall chair the Meeting.

15.1.3 If there is only one Trustee present and willing to act, he shall chair the Meeting.

15.1.4 If no Trustee is present and willing to chair the Meeting within fifteen minutes after the time appointed for holding it, the Members present and entitled to vote must choose one of their number to chair the Meeting.

### 15.2 Notice

#### 15.2.1

15.2.1.1 The minimum period of notice required to hold any Council Meeting is 14 clear days from the date on which the notice is deemed to have been given.

15.2.1.2 The minimum period of notice required to hold a Committee Meeting is 7 clear days from the date on which the notice is deemed to have been given.

15.2.1.3 The minimum period of notice required to hold any General Meeting is fourteen clear days from the date on which the notice is deemed to have been given.

15.2.2 The notice must specify the date, time and place of the Meeting and the general nature of the business to be transacted.

15.2.3 If the Meeting is to be the Annual General Meeting, the notice must say so.

- 15.2.4 Notice of a Council Meeting must be given to all Trustees.
- 15.2.5 Notice of a Committee Meeting must be given to all members of the Committee for the time being.
- 15.2.6 Notice of any General Meeting must be given to all Members and to the Trustees.
- 15.2.7 Any notice required by this Constitution to be given to or by any person must be: -
  - 15.2.7.1 In writing; or
  - 15.2.7.2 Given using electronic communications;
- 15.2.8 Notice may be given either: -
  - 15.2.8.1 Personally; or
  - 15.2.8.2 By sending it by post in a prepaid envelope addressed to the individual at this address; or
  - 15.2.8.3 By leaving at the address of the individual;
  - 15.2.8.4 By giving it using electronic communications to the individual's address;
- 15.2.9 Any individual who does not register an address with the Society, or who registers only a postal address that is not within the United Kingdom, shall not be entitled to receive any notice from the Society.
- 15.2.10 Any individual present in person at any Meeting shall be deemed to have received notice of the Meeting and of the purposes of which it was called.
- 15.2.11 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 15.2.12 Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
- 15.2.13 A notice shall be deemed to be given forty-eight hours after the envelope containing it was posted or, in the case of an electronic communication, forty-eight hours after it was sent.
- 15.2.14 No resolution or act of: -
  - 15.2.14.1 The Trustees;
  - 15.2.14.2 Any Committee;

15.2.14.3 The Society 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 the Meeting, unless it is shown that the failure or defect has materially prejudiced a Member or the beneficiaries of the Society.

**15.3 Quorum**

15.3.1 No business shall be transacted at any Meeting unless a quorum is present

15.3.2

15.3.2.1 The quorum at a Council Meeting shall be seven Trustees.

15.3.2.2 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.

15.3.3 The quorum at a Committee Meeting shall be three Members of which at least one of those Members present must be a Trustee.

15.3.4 The quorum at a General Meeting shall be fifteen Members.

15.3.5 The authorised representative of a Member organisation shall be counted in the quorum.

15.3.6 If: -

15.3.6.1 A quorum is not present within half an hour from the time appointed for the Meeting; or

15.3.6.2 During a Meeting a quorum ceases to be present;

the Meeting shall be adjourned to such time and place as the Trustees shall determine.

15.3.7 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.

15.3.8 If no quorum is present at the reconvened Meeting within fifteen minutes of the time specified for the start of the Meeting, those present at that time shall constitute the quorum for that Meeting.



## 15.4 Voting

- 15.4.1 Save as otherwise provided all questions arising at a Meeting shall be decided by a simple majority of those present and entitled to vote.
- 15.4.2 Each of the Officers appointed under clause 10 and 11 and each of the Trustees appointed under clause 12.2, 12.3 or 12.4 shall have one vote at Council Meetings.
- 15.4.3 In the case of an equality of votes the Chairman of the Meeting shall have a casting vote in addition to any other vote he may have.
- 15.4.4
  - 15.4.4.1 A resolution in writing signed by all the Trustees entitled to receive notice of a Council Meeting and to vote upon the resolution shall be as valid and effective as if it had been passed at a Council Meeting duly convened and held.
  - 15.4.4.2 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more of Trustees.

## 15.5 Minutes

- 15.5.1 The Trustees must keep minutes of all: -
  - 15.5.1.1 Appointments of Officers and Trustees;
  - 15.5.1.2 Proceedings at Council Meetings including: -
    - 15.5.1.2.1 The names of the Trustees present;
    - 15.5.1.2.2 The decisions made; and
    - 15.5.1.2.3 Where appropriate, the reasons for the decisions.

## 16 RULES

- 16.1 The Trustees may from time to time make rules for the conduct of their business.
- 16.2 The rules may regulate the following matters but are not restricted to them: -
  - 16.2.1 The admission of Members of the Society and the rights and privileges of such Members, and the entrance fees,

subscriptions and other fees or payments to be made by Members;

16.2.2 The conduct of Members of the Society in relation to one another, and to the Society's employees and volunteers;

16.2.3 The setting aside of the whole or any part or parts of the Society's premises at any particular time or times for any particular purpose or purposes;

16.2.4 The procedure at Meetings in so far as such procedure is not regulated by this Constitution;

16.2.5 The keeping and authenticating of records (if rules made under this clause permit records of the Society to be kept in electronic form and require a Trustee to sign the record, the rules must specify a method of recording the signature that enables it to be properly authenticated.

16.2.6 Generally all such matters as are commonly the subject matter of the rules of any unincorporated association.

16.3 The Society in General Meeting has the power to alter, add to or repeal the rules.

16.4 The Trustees must adopt such means as they think sufficient to bring the rules to the notice of the Members of the Society.

16.5 The rules shall be binding on all Members of the Society.

16.6 No rule shall be inconsistent with, or shall affect or repeal anything contained in this Constitution.

## 17 **FINANCE AND BANKING**

### 17.1 **Application of Money**

17.1.1 All money received by or on behalf of the Society shall be handed to the Treasurer who shall pay the same into the bank account in the name of the Society.

17.1.2 Such moneys shall be applied to further the Objects of the Society and for no other purpose.

### 17.2 **Expenditure**

17.2.1 Save where clause 4.3 above applies, the Executive Officers may incur such proper expenditure as may be approved by the Council and not otherwise.

17.2.2 Except in so far as such expenditure is made directly out of the funds of the Society they shall be reimbursed in respect of that expenditure out of those funds.

### 17.3 **Banking**

The Trustees shall determine from time to time the bank account or accounts to be maintained in the name of the Society.

## 18 **ANNUAL REPORT, RETURN AND ACCOUNTS**

18.1 The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to: -

18.1.1 The keeping of accounting records for the Society;

18.1.2 The preparation of annual statements of account for the Society;

18.1.3 The auditing of annual statements of account of the Society;

18.1.4 The transmission of the audited annual statements of account of the Society to the Charity Commission;

18.1.5 The preparation of an annual report and its transmission to the Charity Commission; and

18.1.6 The preparation of an annual return and its transmission to the Charity Commission.

18.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

18.3 The Treasurer shall be responsible: -

18.3.1 For keeping the accounting records and books of account of the Society;

18.3.2 For the arrangements for auditing the annual accounts of the Society; and

18.3.3 Presenting the audited annual accounts to the Annual General Meeting.

18.4 The audit shall be undertaken by an independent qualified accountant (not being a Member of the Society) authorised at law to conduct audits or a professional firm of accountants.

18.5 The auditor or auditors shall be appointed at the Annual General Meeting of the Society.

## 19 **USE OF CAPITAL**

19.1 In fulfilling its responsibilities the Trustees shall at all times have regard to the amount available to the Society from its income.

19.2 The Trustees shall have no power to resort to capital whether for the purpose of meeting expenditure due to the insufficiency of the income of the Society or otherwise unless and until the Society has passed an appropriate at a General Meeting expressly authorising the Trustees to use capital in such manner and for such purpose as directed by the Society in furtherance of its Objects.

## 20 REGISTERED PARTICULARS

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

## 21 PROPERTY

21.1 The Trustees must ensure the title to: -

21.1.1 All land held by or in trust for the Society that is not vested in the Official Custodian of Charities; and

21.1.2 All investments held by or on behalf of the Society;

is vested either :-

21.1.3 In a corporation entitled to act as custodian trustee, or

21.1.4 The names of the Executive Officers from time to time.

## 22 INTERPRETATION

22.1 In this Constitution the following expressions have the following meanings: -

22.1.1 "charitable" means charitable according to the law of England and Wales;

22.1.2 "Charities Act" means the Charities Act 1993;

22.1.3 "charity trustees" has the meaning prescribed by section 97(1) of the Charities Act;

22.1.4 "the Commission" means the Charity Commission for England and Wales;

22.1.5 "connected person" means any spouse, partner, brother, sister, child, parent, grandchild or grandparent of a Trustee; any firm of which a Trustee is a member or employee; and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1% of the share capital;

22.1.6 "custodian" has the meaning prescribed by section 17(2) of the Trustee Act 2000;

- 22.1.7 “Executive Officers” means the Chairman, Secretary or Treasurer of the Society appointed in accordance with clause 10 above;
- 22.1.8 “financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 22.1.9 “financial year” means the Society’s financial year;
- 22.1.10 “firm” includes a limited liability partnership;
- 22.1.11 “fundamental change” means such a change as would not have been within the reasonable contemplation of a person making a donation to the Society;
- 22.1.12 “holding trustee” means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal;
- 22.1.13 “independent examiner” has the meaning prescribed by section 43(3)(a) of the Charities Act;
- 22.1.14 “intellectual property rights” means patents, rights to inventions, copyright and related rights, moral rights, performers property rights, trade marks, trade names and domain names, rights to goodwill or to sue for passing off rights in designs, rights in computer software, database rights, rights in confidential information (including know-how) and any other intellectual property rights, in each case whether registered or unregistered and including all applications (or rights to apply) for, and renewals or extensions of, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world.
- 22.1.15 “material benefit” means a benefit which may not be financial, but has a monetary value;
- 22.1.16 “month” means a calendar month;
- 22.1.17 “nominee company” means a corporate body registered or having a place of business in England and Wales;
- 22.1.18 “the Objects” means the charitable objects as set out in clause 3;
- 22.1.19 “taxable trading” means carrying on a trade or business for the principal purpose of raising funds, and not for the purpose of actually carrying out the Objects, the profits of which are liable to income or corporation tax;

- 22.1.20 “trust corporation” has the meaning prescribed by section 205(1)(xxviii) of the Law of Property Act 1925, but does not include the Public Trustee;
  - 22.1.21 “the Trustees” means the individuals who are the Trustees of the Society (and the charity trustees as defined) at any given time as provided for by this Constitution. The term “Trustee” is used to refer to any one of the Trustees.
  - 22.1.22 “written” or “in writing” refers to a legible document on paper not including a fax message;
  - 22.1.23 “year” means calendar year.
- 22.2 Words denoting the singular shall include the plural and vice versa.
  - 22.3 Words denoting the masculine shall include the feminine and vice versa.
  - 22.4 The headings in this Constitution are inserted for convenience only and shall not affect the construction or interpretation of this Constitution.
  - 22.5 References to an Act of Parliament include references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.