

# Constitution of the SOLENT PROTECTION SOCIETY

(a Charitable Incorporated Organisation)

Dated 7 October 2013

## Definitions and Interpretation

In this constitution:

**"connected person"** means:

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

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

**"the Council"** means the trustees of the Society collectively

**"a member of the Council"** means an individual trustee of the Society

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

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

The **"Communications Provisions"** means the Communications Provisions in Part 10, Chapter 4]of the General Regulations.

**"the Society"** means the Solent Protection Society.

A "poll" means a counted vote or ballot, usually (but not necessarily) in writing

## **1. Name**

The name of the Charitable Incorporated Organisation ("the CIO") is the Solent Protection Society

## **2. Principal office**

The address of the principal office of the Society is: Driftwood, 4 Tides Way, Marchwood, Southampton SO40 4LB, Hampshire, England.

## **3. Objects**

To promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment of the Solent area (from the Needles Channel in the west to Chichester Harbour in the east) so that it may continue to be enjoyed by present and future generations.

## **4. Powers**

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

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Society must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a member of the Council only to the extent that it is permitted to do so by clause 6 (Benefits and payments to members of the Council and connected persons) and provided it complies with the conditions of those clauses;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Society to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000

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

- (1) The income and property of the Society must be applied solely towards the promotion of the objects.

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

## **6. Benefits and payments to members of the Council and connected persons**

### **(1) General provisions**

No member of the Council or connected person may:

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

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or 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 members of the Council or connected persons' benefits**

- (a) A member of the Council or connected person may receive a benefit from the Society as a beneficiary of the Society provided that a majority of the trustees do not benefit in this way.

- (b) A member of the Council or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a member of the Council or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by the member of the Council or connected person.
- (d) A member of the Council or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A member of the Council or connected person may receive rent for premises let by the trustee or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The member of the Council 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 member of Council or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

### **(3) Payment for supply of goods only - controls**

The Society and the Council 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 a written agreement between the Society and the member of the Council or connected person supplying the goods ("the supplier")
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other members of Council are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a member of Council or connected person. In reaching that decision the other members of Council must balance the advantage of contracting with a member of Council or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

- (f) The reason for their decision is recorded by the Council in the minute book.
- (g) A majority of the members of the Council then in office are not in receipt of remuneration or payments authorised by clause 6.

**(4) In sub-clauses (2) and (3) of this clause:**

- (a) the Society includes any company in which the Society:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of the company;
- (b) "connected person" includes any person within the definition set out in **Definitions and Interpretation**;

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

A member of Council 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 Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and
- (2) absent himself or herself from any discussions of the Council in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any financial interest).

Any member of the Council 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 Council on the matter.

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

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

**9. Membership of the Society**

**(1) Admission of new members**

**(a) Eligibility**

Membership of the Society is open to anyone who is interested in furthering its objects, and who, by applying for membership, has indicated his, her or its

agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

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

The Council :

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (iii) may refuse an application for membership if they believe that it is in the best interests of the Society for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

### **(2) Transfer of membership**

Membership of the Society cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the Society has received written notification of the transfer.

### **(3) Duty of members**

It is the duty of each member of the Society to exercise his or her powers as a member of the Society in the way he or she decides in good faith would be most likely to further the objects of the Society.

### **(4) Termination of membership**

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

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

## **(5) Membership subscriptions**

The Society shall require members to pay membership subscriptions to the Society, the minimum amount of which shall be determined by the Council from time to time.

## **(6) Informal or associate (non-voting) membership**

- (a) The Council may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- (b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

## **10. Members' decisions**

### **(1) General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of the Society may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

## **(2) Taking ordinary decisions by vote**

Subject to sub-clause (3) of this clause, any decision of the members of the Society may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

## **(3) Decisions that must be taken in a particular way**

- (a) Any decision to remove a member of the Council must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the Society must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Society to one or more other Societies must be taken in accordance with the provisions of the Charities Act 2011.

# **11. General meetings of members**

## **(1) Types of general meeting**

There must be an annual general meeting ("AGM") of the members of the Society. The first AGM must be held within 18 months of the registration of the Society, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts duly examined and the Council's annual report, and must elect members of the Council as required under clause 13.

Other general meetings of the members of the Society may be held at any time.

All general meetings must be held in accordance with the following provisions.

## **(2) Calling general meetings**

- (a) The Council :
  - (i) must call the AGM of the members of the Society in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
  - (ii) may call any other general meeting of the members at any time.
- (b) The Council must, within 21 days, call a general meeting of the members of the Society if :
  - (i) they receive a request to do so from at least 10% of the members of the Society; and

- (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the members making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of the Society for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the Council at the request of the members of the Society must be held within 28 days from the date on which it is called.
- (g) If the Council fails to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The Society must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Council to duly call the meeting, but the Society shall be entitled to be indemnified by the members of the Council who were responsible for such failure.

### **(3) Notice of general meetings**

- (a) The Council, or, as the case may be, the relevant members of the Society, must give at least 21 clear days notice of any general meeting to all of the members. Without imposing any legal obligation on it, the Council will use its best endeavours to ensure that not less than 56 days notice of the date on which it is proposed to hold an AGM is publicised in the Society's newsletters and website.
- (b) If it is agreed by not less than 90% of all members of the Society, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 3(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must :
  - (i) state the time and date of the meeting:

- (ii) give the address at which the meeting is to take place;
  - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
  - (iv) if a proposal to alter the constitution of the Society is to be considered at the meeting, include the text of the proposed alteration;
  - (v) include, with the notice for the AGM, the annual statement of accounts and Council's annual report, details of persons standing for election or re-election as members of the Council, or where allowed under clause 22 details of where the information may be found on the Society's website.
- (d) Any member wishing to propose a resolution for consideration at an AGM under the head of "any other business" shall give notice in writing, signed by him/her and by any other supporting member to reach the secretary of the Society at least 42 days before the meeting. Such resolution, together with any proposed alternative or amendment to a member's resolution by the Council shall be sent with the agenda for the annual general meeting.
- (e) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (f) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Society.

#### **(4) Chairing of general meetings**

The person nominated as chair by the Council under clause 19(2) shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Society who are present at a general meeting shall elect a chair to preside at the meeting.

#### **(5) Quorum at general meetings**

- (a) No business may be transacted at any general meeting of the members of the Society unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be fifteen members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

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

## **(6) Voting at general meetings**

- (a) Any decision other than one falling within clause 10(3) shall be taken by a simple majority of votes cast at the meeting including proxy and postal votes. Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken :
  - (i) at the meeting at which it was demanded; or
  - (ii) at some other time and place specified by the chair; or
  - (iii) through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

## **(7) Proxy voting**

- (a) Any member of the Society may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the Society. Proxies must be appointed by a notice in writing (a "proxy notice") which:
  - (i) states the name and address of the member appointing the proxy;
  - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Society may determine; and
  - (iv) is delivered to the Society in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- (b) The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as :
  - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that member.
- (f) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

## **(8) Postal Voting**

- (a) The Society may, if the Council so decides, allow the members to vote by post or electronic mail ("email") to elect members of the Council or to make a decision on any matter that is being decided at a general meeting of the members.
- (b) The Council must appoint at least two persons independent of the Society to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
- (c) If postal and/or email voting is to be allowed on a matter, the Society must send to members of the Society not less than 21 days before the deadline for receipt of votes cast in this way:
  - (i) a notice by email, if the member has agreed to receive notices in this way under clause 22, including an explanation of the purpose of the vote and the voting procedure to be followed by the member and a voting form capable of being returned by email or post to the Society, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
  - (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for the Society, at the Society's principal office or such other postal address as is specified in the voting procedure.
- (e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- (f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- (h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a member of Council or other person overseeing admission

to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

- (i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- (j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- (k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- (l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- (m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the Council, to consist of two members of the Council and persons independent of the Society. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

## **(8) Representation of organisations and corporate members**

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

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

## **(9) Adjournment of meetings**

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

transacted at the original meeting.

## **12. The Council**

### **(1) Functions and duties of Council**

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

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

### **(2) Eligibility for membership of the Council**

- (a) Every member of the Council must be a natural person.
- (b) Every member of the Council must be a member of the Society
- (c) No one may be appointed as a member of the Council:
  - (i) if he or she is under the age of 16 years; or
  - (ii) if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (d) No one is entitled to act as a member of the Council whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Council decide, his or her acceptance office.

### **(3) Number of members of the Council**

The maximum number of members of the Council is 25 including the Chairman and Vice-Chairmen and the Honorary Treasurer. The Council may not appoint any person to be a member of Council if as a result the number of members of the Council would exceed the maximum.

#### **(4) First members of the Council**

The first members of the Council of the Society are –

J.Clark, M.Forster, CIBrown, R.Creighton, D.Biddle, J.Davys, B.Ferris, P.King, WEMarris, W.G.Pimlott, JDPower, G.Rabbits, R.Rolf, Mrs S.Scobie, DASizer.

#### **13. Appointment of a member of the Council**

- (a) At every AGM one-third of the members of the Council shall retire from office. If the number is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one member of the Council, he or she shall retire;
- (b) The members of the Council to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any members of the Council were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (c) The vacancies so arising shall be filled by the majority decision of the members at the AGM.
  - (i) Every nomination to fill a vacancy must be made by one member and seconded by another and sent to the secretary of the Society not less than 28 days before the AGM, and
  - (ii) every such nomination must be accompanied by the written account of the nominee together with his style and address.
- (d) Notwithstanding the provisions of clause 13 (c) the Council may at any time decide to appoint a new member of the Council, whether in place of a member of the Council who has retired or been removed in accordance with clause 15 or as an additional member of the Council, provided that the limit specified in clause 12(3) on the number of members of the Council would not as a result be exceeded;
- (e) A person so appointed by the members of the Society shall retire in accordance with the provisions of sub-clauses (a) and (b) of this clause. A person so appointed by the Council shall retire at the conclusion of the next AGM after the date of his or her appointment, and shall not be counted for the purpose of determining which members of the Council are to retire by rotation at that meeting.
- (f) The Honorary Treasurer, having been nominated by the Council, and elected by the members at the AGM shall automatically, by virtue of holding that office ("ex officio"), be a member of the Council.

#### **14. Information for new members of the Council**

The Council will make available to each new member of the Council, either by way of reference to the Society website or by hard copy, on or before his or her first appointment:

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

## **15. Retirement and removal of members of the Council**

- (1) A member of the Council ceases to hold office if he or she :
  - (a) retires by notifying the Council in writing (but only if enough members of the Council will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolves that his or her office be vacated;
  - (c) dies;
  - (d) in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
  - (e) is removed by the members of the Society in accordance with sub-clause (2) of his clause; or
  - (f) is disqualified from acting as a member of the council by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A member of the Council shall be removed from office if a resolution to remove that member of the Council is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a member of the Council in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Society.

## **16. Reappointment of members of the Council**

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

## **17. Taking of decisions by the Council**

Any decision may be taken either:

- (a) at a meeting of the Council; or
- (b) by resolution in writing or electronic form agreed by the Council which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

## **18. Delegation by the Council**

- (1) The Council may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which delegation is made. The Council may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Council, but is subject to the following requirements -
  - (a) a committee may consist of two or more persons, but at least one member of each committee must be a member of the Council;
  - (b) the acts and proceedings of any committee must be brought to the attention of the Council as soon as is reasonably practicable; and
  - (c) the Council shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and proceedings of the Council**

### **(1) Calling meetings**

The Council shall decide how their meetings are to be called, and what notice is required.

### **(2) Chairing of meetings**

The Council will appoint a Chairman and Vice-Chairmen from among their number at the first meeting following the AGM and may at any time revoke such appointments. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Council may appoint one of their number to chair that meeting.

### **(3) Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is seven members of the Council. A member of the Council shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

- (b) Questions arising at a meeting shall be decided by a majority of those members of the Council eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

#### **(4) Participation in meetings by electronic means**

- (a) A meeting may be held by suitable electronic means agreed by the Council in which each participant may communicate with all the other participants.
- (b) Any member of the Council participating at a meeting convened in accordance with clause 19 (4) (a) shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

### **20. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the Council or of a committee of the Council, shall be valid notwithstanding the participation in any vote of a member of the Council:

who was disqualified from holding office;

who had previously retired or who had been obliged by the constitution to vacate office;

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

if, without the vote of that member of the Council and that member of the Council being counted in the quorum, the decision has been made by a majority of the Council at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a member of the Council to keep a benefit that may be conferred upon him or her by a resolution of the Council or of a committee of the Council if, but for clause (1), the resolution would have been void, or if the member of the Council has not complied with clause 7.

### **21. Execution of documents**

- (1) The Society shall execute documents by signature.
- (2) A document is validly executed by signature if it is signed by at least two of the members of the Council.

### **22. Use of electronic communications**

#### **(1) General**

The Society will comply with the requirements of the Communications Provisions in the

General Regulations and in particular:

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

## **(2) To the Society**

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

## **(3) By the Society**

- (a) Any member or member of the Council of the Society, by providing the Society with his or her email address or similar, is taken to have agreed to receive communications from the Society in electronic form at that address, unless the member has indicated to the Society his or her unwillingness to receive such communications in that form.
- (b) The Council may, subject to compliance with any legal requirements, by means of publication on its website -
  - (i) provide the members with the notice referred to in clause 11(3):
  - (ii) give members of the Council notice of their meetings in accordance with clause 19(1) and
  - (iii) submit any proposal to the members or Council for decision by written resolution or postal vote in accordance with the Society's powers under clause 10 ,10(3) , or the provisions for postal voting
- (c) The Council must :
  - (i) take reasonable steps to ensure that members and members of the Council are promptly notified of the publication of any such proposal;
  - (ii) send any such notice or proposal in hard copy form to any member or member of the council who has not consented to receive communications in electronic form.

## **23.Keeping of registers**

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

## **24.Minutes**

The Council must keep minutes of all:

- (1) appointments of officers made by the Council;
- (2) proceedings at general meetings of the Society;
- (3) meetings of the Council and committees of the Council including:
  - the names of members of the Council present at the meeting;
  - the decisions made at the meetings, and
  - where appropriate the reasons for the decisions;
- (4) decisions made by the Council otherwise than in meetings.

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

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

## **26.Rules**

The Council may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society, but such rules or bye laws must not be inconsistent with any provision of this constitution.

Copies of any such rules or bye laws currently in force must be made available to any member of the Society on request.

## **27.Disputes**

If a dispute arises between members of the Society about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **28. Amendment of constitution**

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
  - (a) by resolution agreed in writing by all members of the Society; or
  - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Society.
- (2) Any alteration of clause 3, clause 29, this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Society or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the Society's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

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

- (1) As provided by the Dissolution Regulations, the Society may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Society can only be made:
  - (a) at a general meeting of the members of the Society called in accordance with clause 11 of which not less than 21 days' notice has been given to those eligible to attend and vote:
    - (i) by a resolution passed by a 75% majority of those voting, or
    - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - (b) by a resolution agreed in writing by all members of the Society.
- (2) Subject to the payment of all the Society's debts:
  - (a) Any resolution for the winding up of the Society, or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied.
  - (b) If the resolution does not contain such a provision, the Council must decide how any remaining assets of the Society shall be applied.

- (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Society.
- (3) The Society must observe the requirements of the Dissolution Regulations in applying to the Commission for the Society to be removed from the Register of Charities, and in particular:
- (a) the Council must send with their application to the Commission:
    - (i) a copy of the resolution passed by the members of the Society;
    - (ii) a declaration by the Council that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and
    - (iii) a statement by the Council setting out the way in which any property of the Society has been or is to be applied prior to its dissolution in accordance with this constitution;
  - (b) the Council must ensure that a copy of the application is sent within seven days to every member and employee of the Society, and to any charity trustee of the Society who was not privy to the application.
- (4) If the Society is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

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