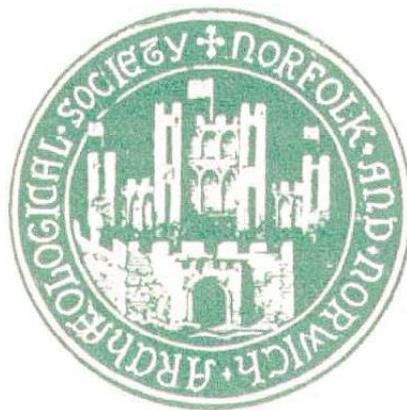


# NORFOLK & NORWICH ARCHAEOLOGICAL SOCIETY

## CONSTITUTION

Latest update 2019



Registered Charity No. 311116

## **PART 1**

### **1) NAME AND INTERPRETATION**

- a) The name of the charity is the Norfolk & Norwich Archaeological Society (hereinafter called “the Society”)
- b) In this constitution:
  - i) ‘**address**’ means a postal address, or for the purpose of electronic communication an email address and/or a telephone number, in each case registered with the Society.
  - ii) ‘**clear days**’ in relation to the period of notice means a period excluding the day when the notice is given or deemed to be given; and the day for which it is given or on which it is to take effect.
  - iii) ‘**Commission**’ means the Charity Commission for England and Wales.
  - iv) ‘**connected person**’ means in relation to a trustee:
    - (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;
    - (4) An institution which is controlled –
      - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
      - (b) by two or more persons falling within sub-clause (4)(a), when taken together.
    - (5) A body corporate in which –
      - (a) the trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
      - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest
      - (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.
  - v) ‘**Council**’ means the Council of the Society described in clause 22 of this constitution.
  - vi) ‘**financial benefit**’ means a benefit, direct or indirect, which is either money or has a monetary value.

- vii) **“member”** means a member of the Society.
- viii) **“Objects”** means the objects of the Society as set out in clause 2 a)
- ix) **“officers”** means the chair (known as the President), the treasurer and the secretary of the Society.
- x) **“secretary”** means the Honorary General Secretary of the Society or any other person appointed to perform the duties of the secretary of the Society.
- xi) **“trustees”** means the officers and such other individual members as are elected as trustees of the Society.

## 2) OBJECTS AND POWERS

- a) The Society is established to promote the study of Archaeology in Norfolk which includes as ancillary to the above:-
  - i) The study of History, Architecture and Antiquities of Norfolk
  - ii) The collection and publication of information on the ancient Arts and Monuments of the County
  - iii) The encouragement of individuals and public bodies in making researches and excavations
  - iv) The prevention of injury to and destruction of all kinds of objects of archaeological value
- b) In furtherance of the Objects, but not otherwise, the Society may:
  - i) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.
  - ii) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
  - iii) Bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals.
  - iv) Collect and disseminate information on all matters affecting the Objects and exchange such information with other bodies having similar objects whether in this country or overseas.
  - v) Undertake, execute, manage or assist charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Society.
  - vi) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recordings (whether audio or visual or both) as shall further the Objects.

- vii) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society and make regulations for any property which may be so acquired.
- viii) Accept gifts on such terms and on such security as shall be deemed to be necessary.
- ix) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise PROVIDED THAT the Society shall not undertake permanent trading activities in raising funds for the Objects.
- x) Invest the moneys of the Society not immediately required for the Objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- xi) Do all such other lawful things as are necessary for the attainment of the Objects.

### **3) APPLICATIONS OF INCOME AND PROPERTY**

- a) The income and property of the Society shall be applied solely towards the promotion of the Objects.
- b) A trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.
- c) A trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- d) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a trustee from receiving:
  - i) A benefit from the Society in the capacity of a beneficiary of the Society
  - ii) Reasonable and proper remuneration for any goods or services supplied to the Society.

### **4) BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS**

#### ***General provisions***

- a) No trustee or connected person may:
  - i) Buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;

- ii) Sell goods, services or any interest in land to the Society
- iii) Be employed by, or receive any remuneration from, the Society;
- iv) Receive any other financial benefit from the Society;

unless the payment is permitted by any of sub-clauses 4 (b) to (g) below, or authorised by the court or the Commission.

### ***Scope and powers permitting trustees' or connected persons' benefits***

- b) A trustee or connected person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the trustees do not benefit in this way.
- c) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- d) Subject to clause 5 a trustee or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by the trustee or connected person.
- e) A trustee or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- f) A trustee or connected person may receive rent for premises let by the trustees or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- g) A trustee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

### **5) PAYMENT FOR SUPPLY OF GOODS ONLY – CONTROLS**

- a) The Society and its trustees may only rely upon the authority provided by sub-clause (d) of clause 4 if each of the following conditions is satisfied:
  - i) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society 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 Society.
  - ii) 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.

- iii) The other trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
  - iv) 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.
  - v) 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.
  - vi) The reason for their decision is recorded by the trustees in the minute book.
  - vii) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by clause 4 and this clause.
- b) In sub-clauses (b) to (g) of clause 4 and sub-clause (a) of this clause, 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.

## 6) DISSOLUTION

- a) If the trustees decide at any time on the ground of expense or otherwise it is necessary or advisable to dissolve the Society, it shall call a meeting of all members who have the power to vote, of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed thereat) shall be given.
- b) If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting, the trustees will remain in office as trustees and be responsible for winding up the affairs of the Society in accordance with this clause.
- c) The trustees must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.
- d) The trustees must apply any remaining property or money:
  - i) Directly for the objects;
  - ii) By transfer to any charity or charities for purposes the same as or similar to the Objects;
  - iii) In such other manner as the Commission may approve in writing in advance.

- e) The members may pass a resolution before or at the same time as the resolution to dissolve the Society specifying the manner in which the trustees are to apply the remaining property or assets of the Society and the trustees must comply with the resolution if it is consistent with paragraphs (i) to (iii) inclusive in sub-clause (d) above.
- f) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a charity).
- g) The trustees must notify the Commission promptly that the Society has been dissolved. If the trustees are obliged to send the Society's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Society's final accounts.

## **7) AMENDMENT OF CONSTITUTION**

- a) The Society may amend any provision contained in Part 1 of this constitution by resolution passed by a [two thirds] majority of the members present and voting at a general meeting provided that:
  - i) No amendment may be made that would have the effect of making the Society cease to be a charity at law;
  - ii) No amendment may be made to the Objects if the amendment would undermine or work against the then current objects of the Society;
  - iii) No amendment may be made to clauses 3, 4 or 5 without the prior written consent of the Commission;
  - iv) Any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- b) 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.
- c) A copy of any resolution amending this constitution, together with a print of the constitution as amended, shall be sent to the Commission within twenty one days of it being passed.

## **PART 2**

### **8) MEMBERSHIP**

- a) Membership of the Society shall be open to:
- i) Individuals of 16 years and over who are interested in furthering the work of the Society and who have paid the annual subscription as laid down from time to time by the trustees; and
  - ii) National, international and local organisations, whether corporate or unincorporated, which are interested in furthering the work of the Society and have paid the annual subscription as laid down from time to time by the trustees.

Individuals and organisations who apply for membership of the Society shall use the application form required by the trustees.

- b) Honorary members may be appointed at the discretion of the trustees. Honorary members shall not be entitled to vote.
- c) The trustees shall have the right to 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.
- d) The trustees must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.
- e) 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.
- f) Membership is not transferable.
- g) The trustees must keep a register of names and addresses of the members.

### **9) Termination of Membership**

Membership is terminated if:

- i) The member dies or, if it is an organisation, ceases to exist;
- ii) The member resigns by written notice to the Society;
- iii) Any sum due from the member to the Society is not paid in full within three months of it falling due;
- iv) The member is removed from membership by a resolution of the trustees that it is in the best interests of the Society that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - a) The member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;

- b) The member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

## **10) GENERAL MEETINGS**

- a) An annual general meeting must be held in each calendar year and not more than fifteen months may elapse between successive annual general meetings.
- b) The business of the annual general meeting shall include the election of officers, the election of other trustees and other members of the Council, the appointment of an Independent Examiner of Accounts or Auditor and the consideration of the annual report and accounts.
- c) All general meetings other than annual general meetings shall be called special general meetings.
- d) The trustees may call a special general meeting at any time.
- e) The trustees must call a special general meeting if requested to do so in writing by at least twenty members giving reasons for the request which must state the nature of the business that is to be discussed.
- f) If the trustees fail to hold the meeting within twenty-eight 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.

## **11) NOTICE OF GENERAL MEETINGS**

- a) The minimum period of notice required to hold any general meeting of the Society is twenty-one clear days from the date on which the notice is deemed to have been given.
- b) A general meeting may be called by shorter notice, if it is so agreed by 85% of the members entitled to attend and vote.
- c) 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.
- d) The notice must be given to all the members and to the trustees.

## **12) QUORUM**

- a) No business shall be transacted at any general meeting unless a quorum is present.
- b) A quorum is:
  - i) 20 members entitled to vote upon the business to be conducted at the meeting; or
  - ii) 5% of the total membership at the time, whichever is the greater.

- c) The authorised representative of a member organisation shall be counted in the quorum as having only one vote, regardless of any other membership they may hold.
- d) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- e) The trustees must re-convene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date time and place of the meeting.
- f) If no quorum is present at the re-convened meeting within fifteen 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**

- a) General meetings shall be chaired by the person who has been elected as Chair, normally the President.
- b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- c) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- d) 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.

### **14) ADJOURNMENTS**

- a) The members present at a meeting may resolve that the meeting shall be adjourned.
- b) 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.
- c) 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.
- d) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

## 15) VOTES

- a) 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.
- b) 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 as effective as a resolution passed at a general meeting. It may comprise several copies each signed by or on behalf of one or more members.
- c) All questions arising at any meeting shall be decided by a simple majority of those present unless otherwise stated in this constitution.
- d) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded by the person chairing the meeting; or by at least two members present in person and having the right to vote at the meeting.
- e) Arrangements for proxy voting may from time to time be made by the trustees PROVIDED ALWAYS THAT no such arrangements shall be made with regard to clauses 6 & 7 concerning Dissolution and Amendment of the Constitution.
- f) The declaration, of the person who is chairing the meeting, of the result of a vote shall be conclusive unless a poll is demanded.
- g) The result of the vote must be recorded in the Minutes of the Society but the number or proportion of votes cast need not be.

## 16) REPRESENTATIVES OF OTHER BODIES

- a) Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society.
- b) The organisation must give written notice to the Society 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 Society. The nominee may continue to represent the organisation until written notice to the contrary is received by the Society.
- c) Any notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the nominee has been properly appointed by the organisation.
- d) A person who is a member of the Society and who is also representing an organisation can only have one vote at any meeting of the Society.

## **17) OFFICERS AND TRUSTEES**

- a) The Society and its property shall be managed and administered by the trustees.
- b) The Society shall have the following officers:
  - i) A chair (known as 'the President');
  - ii) A secretary;
  - iii) A treasurer.
- c) A trustee must be a member of the Society.
- d) No one may be appointed as a trustee if he or she would be disqualified from acting under the provisions of clause 20 (a) (i)
- e) The number of trustees shall be not less than three but (unless otherwise determined by a resolution of the Society in general meeting) shall be subject to a maximum of fifteen.
- f) A trustee shall not appoint anyone to act on his or her behalf at meetings of the trustees.

## **18) APPOINTMENT OF TRUSTEES**

- a) The Society in general meeting shall elect the officers and the other trustees.
- b) The trustees may appoint any member of the Society who is willing to act as a trustee. Subject to sub clause (g) of this clause, they may also appoint trustees to act as officers.
- c) Each of the trustees shall retire from the conclusion of the annual general meeting next after his or her appointment unless he or she has been re-elected at that general meeting.
- d) The officers and other trustees shall hold office until the conclusion of the annual general meeting of the Society next after their election but shall be eligible for re-election PROVIDED THAT: No President shall hold that office for more than 3 consecutive years. On the expiration of such period, one further year must elapse before the immediate past President shall be eligible for re-election.
- e) Save for trustees who are offering themselves for re-election, no-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the Society is given a notice that:
  - i) Is signed by a member entitled to vote at the meeting;
  - ii) States the member's intention to propose the appointment;
  - iii) Is signed by the person who is to be proposed to show his or her willingness to be appointed.

- f) The appointment of a trustee, whether by the Society in general meeting or by the other trustees, must not cause the number of trustees to exceed the maximum number set out in clause 17(e) above.
- g) 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 OF TRUSTEES**

- a) The trustees must manage the business of the Society and have the following powers in order to further the objects (but not for any other purpose):
  - i) To raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - ii) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use, and make regulations for any property which may be so acquired;
  - iii) To sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the trustees must comply as appropriate with sections 117-122 of the Charities Act 2011;
  - iv) To borrow money and to charge the whole or any part of the property belonging to the Society 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;
  - v) To employ and pay any person or persons not being trustees 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.
  - vi) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - vii) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - viii) To acquire, merge with or enter into any partnership or joint venture arrangement with any other society formed for any of the objects;
  - ix) To establish where necessary local branches (whether autonomous or not);
  - x) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - xi) To obtain and pay for such goods and services as are necessary for carrying out the work of the Society;

- xii) 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;
  - xiii) To provide indemnity insurance for the trustees in accordance with and subject to the conditions in Section 189 of the charities Act 2011;
  - xiv) To do all such other lawful things as are necessary for the achievement of the Objects.
- b) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
  - c) Any meeting of trustees of which a quorum (as defined in clause 21(f) ) is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

## **20) DISQUALIFICATION AND REMOVAL OF TRUSTEES**

- a) A trustee shall cease to hold office if he or she:
  - i) 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);
  - ii) Ceases to be a member of the Society;
  - iii) 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;
  - iv) Resigns as a trustee by notice to the Society (but only if at least three trustees will remain in office when the notice of resignation is to take effect); or
  - v) Is absent without the permission of the trustees from three meetings held within a period of nine consecutive months and the trustees resolve that his or her office be vacated.

## **21 PROCEEDINGS OF TRUSTEES**

- a) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- b) The secretary must call a meeting of the trustees if requested to do so by any trustee.
- c) Questions duly proposed and seconded at a meeting must be decided by a majority of votes.

- d) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- e) 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.
- f) The quorum shall be half of the total number of trustees, or such larger number as may be decided from time to time by the trustees.
- g) 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.
- h) If the total number of trustees is less than the number fixed as the quorum the continuing trustees may act only for the purpose of filling vacancies or of calling a general meeting
- i) The person elected as the Chair shall chair meetings of the trustees.
- j) If the Chair is unwilling to preside or is not present ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- k) 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.
- l) 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. 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) THE COUNCIL**

- a) The Council shall be composed of (1) the trustees; (2) the vice- presidents; 3) the honorary secretaries; and (4) ordinary members of the Council.
- b) All members of the Council shall be elected at the Society's annual general meeting.
- c) Between annual general meetings, at their discretion, the trustees may appoint members to the Council in order to fill casual vacancies or in order to meet perceived needs of the Society.
- d) Any person appointed by the trustees between annual general meetings shall remain as a member of the Council until the next annual general meeting at which point they shall be obliged to stand for election if they wish to continue to be a member of the Council.

- e) The Council shall inform, support and advise the trustees on all matters connected with the operation of the Society.
- f) The Council shall meet not less than twice a year.
- g) The trustees shall not be obliged to seek or follow the advice of the Council.
- h) A member of the Council (other than a trustee) shall cease to be a member of the Council; if
  - i) He or she ceases to be a member of the Society;
  - ii) He or she resigns as a member of the Council by notice to the trustees; or
  - iii) The trustees resolve that his or her membership of the Council shall cease.

### **23) CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

- a) A trustee must:
  - i) 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 been previously declared; and
  - ii) 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 Society and any personal interest (including but not limited to any personal financial interest).
- b) 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.
- c) The un-conflicted trustees may authorise such a conflict of interest where they consider it to be in the best interests of the Society to do so.

### **24) DELEGATION**

- a) The trustees may delegate any of their powers or functions to a committee including two or more trustees but the terms of any such delegation must be recorded in the Minute book.
- b) The trustees may impose conditions when delegating, including the conditions that:
  - i) The relevant powers are to be exercised exclusively by the committee to whom they delegate;

- ii) No expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the trustees;
- iii) The trustees may revoke or alter a delegation;
- iv) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

## **25) SAVING PROVISIONS AND IRREGULARITIES IN PROCEEDINGS**

- a) Subject to sub-clause (b) of this clause, all decisions made and acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
  - i) Who was disqualified from holding office;
  - ii) Who had previously retired or who had been obliged by the constitution to vacate office;
  - iii) 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.
- b) Sub-clause (a) 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 or if the trustee has not complied with clause 23 (Conflicts of Interests and Conflicts of Loyalties).
- c) No resolution or act of the trustees any committee of the trustees 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 in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Society.

## **26) MINUTES**

The trustees must keep minutes of all:

- i) Appointments of officers and trustees made by the trustees;
- ii) Proceedings at meetings of the Society;
- iii) Meetings of the trustees and committees of trustees including:
  - a) The names of the trustees present at the meeting; and
  - b) The decisions made at the meetings; and where appropriate the reasons for the decisions.

## **27) ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN**

- a) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
  - i) The keeping of accounting records for the Society;
  - ii) The preparation of annual statements of account for the Society;
  - iii) The transmission of the statements of account to the Commission;
  - iv) The preparation of an Annual Report and its transmission to the Commission;
  - v) The preparation of an Annual Return and its transmission to the Commission.
- b) 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.
- c) The accounts shall be examined at least once a year by an Independent Examiner of Accounts or the auditor or auditors appointed at the annual general meeting.
- d) An examined statement of the accounts for the last financial year shall be submitted by the trustees to the annual general meeting as aforesaid.
- e) A UK bank account shall be maintained in the name of the Society with such bank as the trustees shall from time to time decide.
- f) The trustees shall authorise in writing the treasurer, and two members of the Society to sign cheques on behalf of the Society. All cheques over £100 must be signed by not less than two of the authorised signatories.

## **28) REGISTERED PARTICULARS**

- a) The trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

## **29) PROPERTY**

- a) The trustees must ensure the title to:
  - i) All land held by or in trust for the Society that is not vested in the Official Custodian of Charities is; and
  - ii) All investments held by or on behalf of the Society are, vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

- b) 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 Society.
- c) The trustees may remove the holding trustees at any time.

### **30) REPAIR AND INSURANCE**

- a) The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings and other physical assets of the Society (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**

- a) Any notice required by this constitution to be given to or by any person must be:
  - i) In writing; or
  - ii) Given using electronic communications.
- b) The Society may give any notice to a member either:
  - i) Personally; or
  - ii) By sending it by post in a prepaid envelope addressed to the member at his or her address;
  - iii) By leaving it at the address of the member; or
  - iv) By giving it using electronic communications to the member's address; or
  - v) By placing the notice on a website and providing the person with notification in writing or electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- c) A member 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.
- d) A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- e) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

- f) 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.
- g) 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**

- a) The trustees may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary for the proper conduct and management of the Society.
- b) The bye-laws may regulate the following matters but are not restricted to them
  - i) The admission of members of the Society (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;
  - ii) The conduct of members of the Society in relation to one another, and to the charity's employees and volunteers;
  - iii) The setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
  - iv) The procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
  - v) The keeping and authenticating of records. (If regulations made under this clause permit records of the Society 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.)
  - vi) Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- c) The Society in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- d) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Society.
- e) The rules or bye-laws shall be binding on all members of the Society. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

### **33) DISPUTES**

- a) 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.

### **34) INDEMNITY**

- a) The Society shall indemnify a relevant trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default or breach of duty or breach of trust in relation to the Society.
- b) In this clause a relevant trustee means any trustee or former trustee of the Society.