



# GALLIPOLI ASSOCIATION

TO REMEMBER, TO HONOUR, TO STUDY

## **THE CONSTITUTION OF THE GALLIPOLI ASSOCIATION** **As Amended at the GA AGM 4 November 2017**

# **THE CONSTITUTION OF THE GALLIPOLI ASSOCIATION**

A Charitable Incorporated Organisation (CIO) with voting members other than its charity trustees, (the “Association”)



This is the Constitution of The Gallipoli Association with its address at:

Gallipoli Association  
Monomark House  
27 Gloucester Road  
London  
WC1N 3AX

WHEREAS In 1969 an unincorporated association *The Gallipoli Association* was founded by Major Edgar Banner with membership open to all who served in the Gallipoli Campaign and associate membership granted to those whose service did not include the Gallipoli Campaign. Over the years the membership was widened to include anyone with an interest in the Gallipoli Campaign.

AND It is from this foundation that we the members and Trustees create the Association this 3<sup>rd</sup> day of February 2014.

### **1. Objects**

The objects are to:

advance education for the public benefit by raising public awareness of the Gallipoli Campaign of 1915 and by encouraging and facilitating the study in the legacy and lessons of that Campaign, keeping alive the memory of the Campaign and ensuring that all who fought or served in it, and those who gave their lives, are not forgotten by applying such means as the Trustees deem fit.

### **2. Powers**

The Association has power to do anything to further its objects or conducive or incidental thereto. Powers include to:

- (1) borrow money and if necessary charge property as security;
- (2) buy, lease or in exchange, hire or otherwise acquire property, maintain and equip it for use, and sell, lease or otherwise dispose of property;
- (3) employ and remunerate staff, or a Trustee, but a Trustee only to the extent permitted by Clause 4;
- (4) deposit, invest funds, employing if required any professionals;
- (5) arrange for the Association's investments or property to be held in the name of a nominee;
- (6) without infringing copyright or other intellectual property rights ascertain, collect, keep, recover, distribute or disseminate in any format or medium any historical accounts, diaries, maps, notes, records, photographs or memorabilia of the Gallipoli Campaign.

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

- (1) Association income and property must be applied solely for the objects.
  - (a) A Trustee is entitled to be reimbursed from Association property or paid reasonable expenses properly incurred when acting on behalf of the Association;
  - (b) A Trustee may benefit from trustee indemnity insurance cover if purchased by the Association.
- (2) Association income or property may not be paid or transferred directly/indirectly by way of dividend, bonus or profit to any member.
- (3) A member who is not also a Trustee can receive:



- (a) a benefit from the Association as a beneficiary;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Association.
- (4) Nothing in this Clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by Clause 4.

#### 4. Benefits and payments to trustees and connected persons

##### (1) General provisions

No Trustee or connected person may:

- (a) buy or receive goods or services from the Association on terms preferential to those applicable to the public;
- (b) sell goods, services, or interest in land to the Association;
- (c) be employed by, or receive any remuneration from, the Association;
- (d) receive any other financial benefit from the Association unless the payment or benefit is permitted by sub-clause (2) below, or authorised by the court or the Charity Commission (“**Commission**”). In this Clause, a “**financial benefit**” means a benefit, direct or indirect, which is either money or has a monetary value.

##### (2) Scope and powers permitting Trustees’ or connected persons’ benefits

A Trustee or connected person may:

- (a) receive a benefit from the Association as beneficiary of the Association provided a majority of the Trustees do not benefit in this way;
- (b) enter into a contract for supply of goods or services to the Association where permitted by Law;
- (c) subject to sub-clause (3) below provide the Association with goods that are not supplied in connection with services;
- (d) receive interest on money lent to the Association at a reasonable and proper rate but not more than the Bank of England bank rate;
- (e) receive rent for premises let to the Association, provided the terms of the lease and rent are reasonable and proper. The Trustee concerned must withdraw from any meeting at which such proposal or lease, terms or rent are under discussion;
- (f) take part in the Association’s normal trading and fundraising activities on the same terms as the public.

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

The Association and its Trustees may only rely upon the authority provided by sub-clause (2)(c) above if each of these conditions are satisfied:

- (a) The terms and payment for the goods are set out in a written contract between the Association and the Trustee or connected person supplying the goods (“**Supplier**”);
- (b) Payment does not exceed what is reasonable in the circumstances;



- (c) The other Trustees are satisfied it is in the best interests of the Association to contract with the Supplier rather than someone else. Prior to contracting the Trustees balanced the advantages and disadvantages of contracting with the Supplier;
- (d) The Supplier is absent from the part of any meeting where the contract or arrangement is discussed;
- (e) The Supplier does not vote on the matter and is not counted towards the quorum of Trustees for the meeting;
- (f) Trustees' decision is minuted;
- (g) A majority of Trustees then in office are not in receipt of remuneration or payments authorised by this Clause 4.

## **5. Conflicts of interest and conflicts of loyalty**

A Trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, they have in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared; and
- (2) be absent from any discussions of the Trustees in which it is possible a conflict of interest will arise between their duty to the Association and any personal interest (including but not limited to any financial interest). Any Trustee so absent must not vote or be counted as part of the quorum on the matter.

## **6. Liability of members to contribute to the assets of the Association if it is wound up**

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

## **7. Membership of the Association**

### **(1) Admission of new members**

#### **(a) Eligibility**

- (i) Membership is open to anyone interested in furthering the objects, and by applying for membership, indicates agreement to become a member and acceptance of the duty of members in this Constitution.
- (ii) A member may be an individual, a corporate body, or an individual or corporate body representing an unincorporated organisation.

#### **(b) Applications for membership and admission procedure**

The Trustees:

- (i) may require membership applications to be made in any reasonable way they decide;
- (ii) shall, if they approve an application, notify the applicant not later than 30 calendar days after receipt;
- (iii) may refuse an application if they believe it is in the best interests of the Association to do so;
- (iv) shall, if they decide to refuse an application, give their reasons within 30 calendar days of the decision, and give the applicant the opportunity to appeal the refusal; and



- (v) shall if they receive an appeal give fair consideration to it, and inform the applicant of the appeals decision, within 30 calendar days of its receipt but any decision to confirm application refusal shall be final.

(2) Transfer of membership

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

(3) Duty of members

It is the duty of each member to exercise their powers as member in good faith and to further the objects of the Association.

(4) Termination of membership

(a) Membership ends if:

- (i) member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- (ii) member resigns by written notice sent to the Trustees; or
- (iii) money is owed by the member to the Association and is not paid in full within 3 calendar months of it falling due; or
- (iv) subject to (b) below Trustees decide that it is in the best interests of the Association the member should be removed, and pass a resolution to that effect.

(b) Before Trustees decide to remove a member under (a)(iv) above, they must:

- (i) inform the member of the reasons why;
- (ii) give the member at least 21 calendar days' notice in which to make representations to the Trustees why they ought not to be removed;
- (iii) convene a meeting of the Trustees and allow the member or a representative to be present and make representations;
- (iv) consider the representations and inform the member of their decision at the meeting, but any decision to confirm removal shall be final.

(5) Membership fees

Members shall pay reasonable membership fees as determined by the Trustees and as notified to members from time to time.

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

- (a) Trustees may create associate or classes of non-voting membership, and determine the rights and obligations of such memberships (including payment of fees), and the conditions for admission to, and termination of them.
- (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 Law.

## 8. Members' Decisions

Subject to sub-clause (4) below:

### (1) General provisions

- (a) Decisions of the members may be taken either by vote at a general meeting or written resolution without a general meeting. Eligibility to vote on the resolution is limited to members who are members on the date when the resolution is first circulated in accordance with this Clause.
- (b) If not less than 10% of the members request the Trustees to propose a resolution to the members the Trustees must within 21 calendar days of receiving such a request comply with it if:
  - (i) the resolution is not frivolous, vexatious, illegal or contain defamatory material;
  - (ii) it is clear to enable effect to be given to it if it is agreed by the members; and
  - (iii) effect can lawfully be given to it if it is so agreed.

### (2) Members' decisions by vote

At a properly called and constituted general meeting a resolution may be passed by a majority of votes cast at the meeting (including votes by post, email or proxy).

### (3) Members' decisions by written resolution without a general meeting

- (a) A written resolution agreed by a majority of all the members who would have been entitled to vote had it been proposed at a general meeting shall be effective, provided:
  - (i) a copy of the resolution has been sent to all the members eligible to vote; and
  - (ii) a simple majority of members has signified agreement to the written resolution in document/s which are received at the principal office/address within 28 calendar days beginning with the circulation date. Document/s signifying a member's agreement must be clear as to the member's name, signed by the member (a member that is an organisation, by execution according to its procedure), together with confirmation or proof of the member's identity, or as the Association specifies.
- (b) A written resolution may comprise several copies.

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

Any decision to:

- (a) remove a Trustee must be taken in accordance with Clause 13 (2);
- (b) amend this Constitution must be taken in accordance with Clause 26;
- (c) wind up or dissolve must be taken in accordance with Clause 27;
- (d) amalgamate or transfer the undertaking of the Association to one or more other associations or organisations must be taken in accordance with the Law.

### (5) Proxy voting

- (a) Any member may appoint another as proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting. 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 proxy appointed;
  - (iii) is signed by or on behalf of the member, or is authenticated in such manner as the Association may determine; and
  - (iv) is delivered to the Association in accordance with the Constitution and any instructions contained in the notice of the general meeting to which it relates.
- (b) The Association 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 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 as a proxy the discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
    - (ii) appointing the 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 at a general meeting remains entitled in respect of that meeting or any adjournment, even though a valid proxy notice has been delivered to the Association by or on behalf of that member but only one vote shall be counted.
  - (f) Provided it is delivered before the start of the meeting or adjourned meeting to which it relates a proxy notice may be revoked by delivering a notice in writing to the Association by or on behalf of the member by whom or on whose behalf the proxy notice was given.
  - (g) If a proxy notice is not signed or authenticated by the member, the Association may in its absolute discretion reject the proxy notice.
- (6) Post and email voting
- (a) The Association will, where it is practicable, allow members to vote by post or email on any resolution at a general meeting (if the member has agreed to receive email notices).
  - (b) Any one of a Trustee or office holder Trustee shall supervise the post/email ballot and count votes received.
  - (c) The Association must send to members not less than 21 calendar days before the deadline for receipt of votes a notice by post or email, with details of the resolution(s), the procedure to be followed and a voting form capable of being returned by post to the address specified in the notice, or a specific email address.
  - (d) Either voting method requires the member to be identified and authenticated in the manner specified in the procedure.
  - (e) The notice must specify the closing date and time for receipt of votes, and that any votes received after the closing date and time or not complying with the voting procedure will be invalid and not counted.
  - (f) The Trustee or office holder Trustee must make a list of names of members casting votes and indicate the vote as valid or invalid for the resolution(s) and compile statistics of the votes. The list must be provided to the chair of the general meeting before the meeting starts.



- (g) A member who has cast a valid postal or email vote must not vote at the meeting. A member who has cast an invalid vote by post or email is allowed to vote at the meeting.
- (h) After votes taken by hand at the meeting have been counted the chair shall add those to the post/email vote statistics and declare the result of the vote.

## **9. General meetings of members**

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

- (a) There must be an annual general meeting (“AGM”). The first AGM must be held within 18 calendar months of the Association’s registration, and subsequent AGMs must be held at intervals of not more than 15 calendar months. The AGM must receive the audited or examined annual accounts, Trustees’ annual report, and must elect Trustees as required under Clause 11.
- (b) General meetings other than an AGM may be held at any time.
- (c) All general meetings must be held in accordance with the provisions following.

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

- (a) Trustees:
  - (i) must call an AGM in accordance with sub-clause (1) above and identify it as such in the notice; and
  - (ii) may call any other general meeting of members at any time.
- (b) Trustees must, within 21 calendar days, call a general meeting of the members if:
  - (i) they receive a request from at least 10% of the members; and
  - (ii) the request states the general nature of the business to be dealt with at the meeting, and is capable of being identified by the Trustees as authentically from the members.
- (c) If, at the time of such request of (b) above, there has not been any general meeting of the members for more than 12 calendar months, then in sub-clause (b)(i) above 5% shall substitute 10%.
- (d) Members’ general meeting request under (b) may include particulars of a resolution that may properly be or intended to be proposed at the meeting and may only properly be proposed if it is not frivolous, vexatious, illegal or defamatory.
- (e) Any members’ request for a general meeting called by the Trustees must be held within 35 calendar days from the date on which it is called.
- (f) If the Trustees fail to comply with the members’ request for a general meeting then those members may themselves call a general meeting.
- (g) A general meeting called in accordance with sub-clauses (b) or (f) must be held not more than 3 calendar months after the date when the members first requested the meeting.
- (h) The Association must reimburse reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Trustees to call the meeting, but the Association shall be entitled to be indemnified by the Trustees who were responsible for such failure.

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

- (a) The Trustees or if so applicable the relevant members, must give at least 14 calendar days’ notice of any general meeting to all of the members, and to any Trustee who is not a member.





- (b) If it is agreed by not less than 90% of all members, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) above are not met. This sub-clause (b) does not apply where a specified period of notice is strictly required by another Clause of this Constitution, by the Law or the General Regulations.
- (c) A general meeting notice must:
  - (i) state the time, date and place of the meeting;
  - (ii) give particulars of proposed resolutions, and the general nature of any other business;
  - (iii) if a proposal to alter the Constitution is to be considered include its text;
  - (iv) include, with the notice for the AGM, the annual accounts and Trustees' annual report, details of persons standing for appointment, election or re-election as Trustee, or where Clause 20 applies details of where the information may be found on the website.
- (d) 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 notice was given. Notice shall be deemed given 48 hours after it was posted, or electronically 24 hours after sent.
- (e) Proceedings at a meeting shall not be invalidated because a member who was entitled to receive notice did not receive it because of accidental omission by the Association.

#### (4) Chairing of general meetings

The person nominated as chair by the Trustees under clause 16(2) shall if present and willing preside as chair. Subject to that, the members who are present at a general meeting shall elect a chair to preside.

#### (5) Quorum at general meetings

- (a) A meeting must be quorate before it starts and a quorum is 12 members.
- (b) An organisation represented by a person present at the meeting in accordance with sub-clause (7) below, 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 notice start time 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 notice start time 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 members at least 7 calendar 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(s) present at the meeting shall 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 Trustees 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

Any decision other than one falling within Clause 8(4) shall be taken by a majority of votes (including post, email or proxy). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this Constitution.

#### (7) Representation of organisations and corporate members



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

(8) 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.

**10. Trustees**

(1) Managing the Association, the functions and duties of Trustees

The Trustees shall manage the Association's affairs and in managing exercise all the Association's powers. It is the duty of each Trustee:

- (a) to exercise their powers and to perform their functions as Trustee in good faith and in a way most likely to further the objects;
- (b) in the performance of those functions, to use such care and skill as is reasonable in the circumstances; and
- (c) where a Trustee holds any special knowledge or experience or they hold themselves out as having such as in the course of a business or profession, the Trustee acts and performs the role of Trustee as is reasonable to expect of a person acting with that special knowledge or experience or in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) A Trustee must be a natural person;
- (b) No Trustee may be under 16 years old; or if Clause 13(1)(f) applies;
- (c) No one is entitled to act as a Trustee whether on appointment, election or re-election until they expressly acknowledge, in whatever way the Trustees decide, acceptance of the office of Trustee;
- (d) The number of Trustees under 18 years old must not at any time be more than one third of the total number of Trustees in office;
- (e) A Trustee does not have to be a member, but the number of non-member Trustees must not exceed 2, and if only 1 Trustee they must be a member.

(3) Number of Trustees

There must be at least 3 and not more than 8 Trustees. If the number falls below 3, the remaining Trustee(s) may act only to call a meeting of the Trustees, or appoint new Trustee(s). There cannot be more than 8 Trustees unless this Constitution is amended.

(4) First Trustees

The first Trustees are:

Christopher T.F. Fagan;  
James Watson-Smith;  
Mrs. Vicki Genrich;  
Hugh Jenner;

Stephen Chambers;  
James Stopford;  
Keith Edmonds.

## 11. Appointment of Trustees

- (1) At the first AGM all the Trustees shall retire;
- (2) At every subsequent AGM, one third shall retire. If the number is not one third or a multiple, then the number nearest to one third shall retire, but if there is only one they shall retire;
- (3) Trustees to retire by rotation shall be those who have been longest in office since their last appointment or re-election. If any Trustees were last appointed or re-elected on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (4) Vacancies arising may be filled by members' decision at an AGM; vacancies not filled at an AGM may be filled as provided in sub-clauses (5) and (6) below;
- (5) Provided that the maximum number of Trustees is not exceeded, the Trustees may at any time decide to appoint a new Trustee, whether in place of a Trustee who has retired or been removed in accordance with Clause 13 or as an additional Trustee. A person so appointed by the Trustees shall retire at the next AGM after their appointment and shall not be counted for the purpose of determining which of the Trustees is to retire by rotation at that AGM;
- (6) Provided that the maximum number of Trustees is not exceeded, where at least 20 members sign a letter to the Trustees they may nominate a person for a Trustee vacancy whether in place of a Trustee who has retired or been removed in accordance with Clause 13 or as an additional Trustee. Upon receipt of such written nomination provided the Trustees have time in accordance with this Constitution for the giving of notice, the Trustees shall put forward such nominee in a resolution at the next AGM. A person so appointed shall retire at the next AGM after their appointment and shall not be counted for the purpose of determining which of the Trustees is to retire by rotation at that AGM.
- (7) *Ex-officio* Trustees
  - (a) There shall be appointed *ex-officio* office holders of 'Chairman', 'Treasurer' and 'Secretary' who will automatically be Trustees ("**office holder Trustees**"). Other *ex-officio* office holder Trustees may only be created by decisions of members in a general meeting.
  - (b) In the event an office holder Trustee resigns the position will be vacant until a new office holder Trustee is appointed in accordance with this Constitution.

## 12. Information for new Trustees

The Trustees will make available to each new Trustee, on or before their first appointment a copy of:

- (a) this Constitution/amendments;
- (b) the latest trustees' annual report and statement of accounts; and
- (c) the minutes and resolutions.

## 13. Retirement and removal of Trustees

- (1) A Trustee ceases to hold office if they:
  - (a) resign by written notice to the Association (but only if enough Trustee(s) will remain in office when the notice takes effect to form a quorum for meetings);



- (b) are absent without the permission of the Trustees from all their meetings held within a period of 12 calendar months and the Trustees resolve that the absentee Trustee office be vacated;
  - (c) die;
  - (d) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
  - (e) are removed by the members in accordance with sub-clause (2) below; or
  - (f) are disqualified from acting as a Trustee by Law.
- (2) A Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with Clause 9, and the resolution is passed by a majority.
- (3) A resolution to remove a Trustee in accordance with this Clause shall not take effect unless the Trustee concerned has been given at least 21 calendar days' notice in writing of the proposed resolution, specifying the circumstances for removal, and has been given a reasonable opportunity of making oral and/or written representations to the members.

#### **14. Re-election and Reappointment of Trustees**

Any person who retires as a Trustee by rotation or when appointed by the Trustees in accordance with Clause 110 or by having given a resignation notice to the Association is eligible for re-election or reappointment.

#### **15. Decisions by Trustees**

Decisions by Trustees may be made:

- (a) at a meeting of the Trustees; or
- (b) by written resolution or electronic form if agreed to by all the Trustees and may comprise single/several documents.

#### **16. Meetings and proceedings of Trustees**

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

- (a) Any Trustee may call a meeting of the Trustees.
- (b) Subject to that, the Trustees shall decide how their meetings are called, and what notice is required.

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

The Chairman will normally chair a meeting, in the Chairman's absence the Vice Chairman, but in the absence of both Chairman and Vice Chairman the Trustees may appoint one of their number to chair meetings and may at any time revoke such appointment. If no one has been appointed chair or if the person appointed is unwilling to chair or is not present within 10 minutes after the time of the meeting, the Trustees present may appoint one of their number to chair the 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 3 Trustees, or the number nearest to one third of the total number of Trustees, whichever is greater, or such larger number as the Trustees may decide from time to time. A Trustee shall not be counted in the quorum when any decision is made about a matter upon which they are not entitled to vote.



- (b) Matters arising at a meeting shall be decided by majority of those 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

Provided this Constitution is followed as to rules, chair and minutes, a meeting may be held by any electronic means (which includes telephone) agreed by the Trustees in which all the participant(s) can communicate with each other and this qualifies as being present at the meeting.

#### **17. Delegation by Trustees**

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

#### **18. Saving provisions**

- (1) Subject to sub-clause (2) below, all decisions of the Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the Constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
  - (d) if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.
- (2) Sub-clause (1) above does not permit a Trustee to keep any benefit that may be conferred upon them by a resolution of the Trustees or of a committee of Trustees if, but for sub-clause (1) above, the resolution would have been void, or if the Trustee has not complied with Clause 5.

#### **19. Execution of documents**

- (1) The Association shall execute documents by 2 Trustee signatures.

#### **20. Use of electronic communications**

- (1) General

The Association will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) provide a member who requests a hard copy of any document within 28 calendar days;
- (b) provide information to the Commission in a particular form or manner.

(2) To the Association

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

(3) By the Association

- (a) Any member or Trustee, by providing the Association an electronic address, is taken to have agreed to receive these communications unless the member has indicated their unwillingness to receive them.
- (b) The Trustees may, subject to Law publish on the Association website:
  - (i) notice of general meetings;
  - (ii) notice of Trustee meetings;
  - (iii) any proposal to the members or Trustees for decisions by written resolution, post/email vote in accordance with this Constitution.
- (c) The Trustees must:
  - (i) take reasonable steps to ensure that members and Trustees are promptly notified of the publication of any such notice or proposal;
  - (ii) send a hard copy of notice or proposal to any member or Trustee who has not consented to receive electronic communications.

## **21. Keeping of Registers**

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

## **22. Minutes**

The Trustees must keep minutes of all:

- (1) appointments of officer holder Trustees made by the Trustees;
- (2) proceedings at general meetings;
- (3) meetings of the Trustees and committees of Trustees including:
  - (a) the names of the Trustees, invitees or attendees present;
  - (b) the decisions made at meetings; and
  - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the Trustees otherwise than in meetings.

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

- (1) The Trustees must comply with the requirements of Law with regard to the keeping of accounting records, their preparation and scrutiny, and the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Commission, regardless of the income of the Association, within 10 months of financial year end.

- (2) The Trustees must inform the Commission within 28 calendar days of any change in the particulars of the Association entered on the Central Register of Charities.

## **24. Rules**

The Trustees 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 Association, 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 on request.

## **25. Disputes**

If a dispute arises between members of the Association about the validity or propriety of anything done by the members under this Constitution, first the parties must notify the other parties of the matter in dispute and the parties shall try in good faith to settle the dispute by way of amicable negotiations or mediation within 60 calendar days after the dispute was so notified. In the event that such amicable negotiations are exhausted and resolution proves impossible within a further 60 calendar days the parties may resort to litigation.

## **26. Amendment of Constitution**

As provided by Law:

- (1) This Constitution can only be amended by a resolution:
- (a) agreed in writing by all members; or
  - (b) passed by a 75% majority of votes cast at a general meeting.
- (2) Any alteration of Clauses 1, 27, this Clause 26, or any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of the Association or connected persons, requires the prior written consent of the 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 this Constitution, together with the amendment, must be sent to the Commission within 15 calendar 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.

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

- (1) As provided by the Dissolution Regulations, the Association may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Association can only be made:
- (a) at a general meeting of members of which not less than 14 calendar 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 written resolution of all members.
- (2) Subject to the payment of all the Association's debts:
- (a) Any resolution for the winding up of the Association, or for the dissolution of the Association without winding up, may contain a provision directing how any remaining assets of the Association shall be applied.



- (b) If the resolution does not contain such a provision the Trustees must decide how any remaining assets of the Association 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 Association.
- (3) The Association must observe the requirements of the Dissolution Regulations in applying to the Commission for the Association to be removed from the Register of Charities, and in particular:
- (a) the Trustees must send with their application to the Commission:
    - (i) a copy of the resolution passed by the members;
    - (ii) a declaration by the Trustees that any debts and other liabilities of the Association have been settled or otherwise provided for in full; and
    - (iii) a statement by the Trustees setting out the way in which any property of the Association has been or is to be applied prior to its dissolution in accordance with this Constitution.
  - (b) the Trustees must ensure that a copy of the application is sent within 7 calendar days to every member and employee of the Association, and to any Trustee of the Association who was not privy to the application.
- (4) If the Association is to be wound up or dissolved in any other circumstances, the Dissolution Regulations must be followed.

## **28. Miscellaneous**

- (1) If any Clause, sub-clause or provision of this Constitution is determined to be invalid, illegal or incapable of being enforced by any Law or public policy, all other Clauses, sub-clauses and provisions shall nevertheless remain in full force and effect so long as legal substance is not affected.
- (2) Reference to any Law, statute or statutory provision includes a reference to:
  - (a) that Law, statute or statutory provision as from time to time amended, extended, re-enacted or consolidated; and
  - (b) all statutory instruments or orders made pursuant to it.

“**Law**” means the laws of England & Wales that apply to a Charitable Incorporated Organisation and where the context so requires ‘Law’ as used in a Clause and this Constitution shall be read, construed and interpreted as applying to that Clause, this Constitution and the Association.

- (3) Words denoting the singular shall include the plural and vice versa. Words denoting any gender include all genders and words denoting persons shall include firms and corporations and vice versa.
- (4) Unless the context otherwise requires reference to any Clause, or sub-clause is to a clause or sub-clause (as the case may be) of or to this Constitution.
- (5) Headings are inserted for convenience only and shall not affect the construction or interpretation of this Constitution.
- (6) Nothing in this Constitution authorises application of Association property for purposes which are not charitable in accordance with Law.

## **29. Interpretation**

In this Constitution:



- (1) **“Communications Provisions”** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.
- (2) **“connected person”** means:
- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
  - (b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;
  - (c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;
  - (d) an institution which is controlled:
    - (i) by the Trustee 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) the Trustee 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.
- (3) **“Dissolution Regulations”** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2011.
- (4) **“General Regulations”** means the Charitable Incorporated Organisations (General) Regulations 2011.
- (5) **“Trustee”** means a charity trustee of the Association.