

Gloucestershire Pride
Constitution

APPROVED AT EXTRAORDINARY GENERAL MEETING 6th August 2017



Constitution of Gloucestershire Pride

Adopted on the xx August 2017

PART 1

1. ADOPTION OF THE CONSTITUTION

The organisation and its property will be administered and managed in accordance with the provisions in this constitution.

2. NAME:

2.1 The organisation's name shall be "Gloucestershire Pride".

3. OBJECTS:

The charity's objects are:

3.1 To promote equality and diversity in particular the elimination of discrimination on the grounds of sexual orientation or gender identity, including in particular but not exclusively for residents of Gloucestershire (the area of benefit) and by:

- a)** Raising public awareness with regards to all aspects of discrimination in society and issues and difficulties affecting the lives of Lesbian, Gay, Bisexual, Transgender and Intersex (LGBT+) people;
- b)** Cultivating a sentiment in favour of equality and diversity in particular through celebrating the diversity of LGBT+ communities;
- c)** Advancing education in equality and diversity whether by signposting to other organisations or services or producing materials or assisting other bodies, when asked, such as (but not restricted to) local authorities, statutory bodies, NGOs and companies to present an LGBT+ perspective;
- d)** Producing publications, lectures, media and other means of communications;
- e)** Staging an annual LGBT+ festival, parade and fringe events;

3.2 Such charitable purposes for the public benefit as are exclusively charitable according to the laws of England and Wales as the trustees may from time to time determine.

4. APPLICATION OF INCOME AND PROPERTY

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

5. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

5.1 No charity trustee or connected person may:

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

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

5.2 Scope and powers permitting trustees' or connected persons' benefits

- a)** A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way
- b)** A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- c)** Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person
- d)** A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

- e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public

5.3 Payment for supply of goods only – controls the charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- f) The reason for their decision is recorded by the charity trustees in the minute book.
- g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

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

- a) 'the charity' includes any company in which the charity: (i) holds more than 50% of the shares; or (ii) controls more than 50% of the voting rights attached to the shares; or (iii) has the right to appoint one or more trustees to the board of the company.

- b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation)

6. DISSOLUTION

- 6.1 If the members resolve at a General Meeting to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- 6.2 The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- 6.3 The trustees must apply any remaining property or money:
 - a) directly for the objects;
 - b) by transfer to any charity or charities for the purposes the same as or similar to the charity
 - c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- 6.4 The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) to (c) inclusive in sub-clause 3 above.
- 6.5 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- 6.6 The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

7. AMENDMENT OF THE CONSTITUTION

- 7.1 The charity may amend any provision contained in Part 1 of this constitution provided that:
 - a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
 - b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
 - c) no amendment may be made to clauses 4 or 5 without the prior written consent of the Commission;
 - d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

- 7.2** Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- 7.3** A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

8. MEMBERSHIP:

- 8.1** Membership is open to all LGBT+ individuals or supporters of the LGBT+ community that reside or work in Gloucestershire. Organisations are permitted to be members if approved by the trustees.
- 8.2** Membership is not transferable to anyone else

9. TERMINATION OF MEMBERSHIP

- 9.1** Membership is terminated if:
- 9.1.1** the member dies or, if it is an organisation, ceases to exist
 - 9.1.2** The member no longer resides or works in Gloucestershire

10. GENERAL MEETINGS

- 10.1** The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- 10.2** An annual general meeting must be held in each subsequent year and not more than thirteen months may elapse between successive annual general meetings.
- 10.3** All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 10.4** The trustees may call an extraordinary general meeting at any time.
- 10.5** The trustees must call an extraordinary general meeting if requested to do so in writing by at least ten members. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call an extraordinary general meeting but in doing so they must comply with the provisions of this constitution.

11. NOTICE

- 11.1** The minimum period of notice required to hold any general meeting of the charity is twenty one clear days from the date on which the notice is deemed to have been given.
- 11.2** A general meeting may be called by shorter notice, if it is so agreed by a minimum of 30 members.
- 11.3** The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 11.4** The notice must be given advertised to all the members and to the trustees.

12. QUORUM

- 12.1** No business shall be transacted at any general meeting unless a quorum is present.
- 12.2** A quorum is 15 members.
- 12.3** The authorised representative of a membership organisation shall be counted in the quorum.
- 12.4** If:
 - a)** a quorum is not present within half an hour from the time appointed for the meeting; or
 - b)** during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the trustees shall determine.
- 12.5** The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- 12.6** 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

- 13.1** General meetings shall be chaired by the person who has been elected as Chair of Trustees.
- 13.2** If there is no such person or the chair is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- 13.3** If there is only one trustee present and willing to act, they shall chair the meeting.

- 13.4** If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their numbers to chair the meeting.

14. ADJOURNMENTS

- 14.1** The members present at a meeting may resolve that the meeting shall be adjourned.
- 14.2** The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- 14.3** No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 14.4** 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

- 15.1** A member is entitled to vote only if they are aged 16 or over at the time of the meeting.
- 15.2** 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 they may have.

16. REPRESENTATIVES OF OTHER BODIES

- 16.1** Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity
- 16.2** The organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.
- 16.3** Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that their authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation

17. OFFICERS AND TRUSTEES

- 17.1** The charity and its property shall be managed and administered by a board comprising the members elected in accordance with this constitution. These officers shall be the trustees of the Charity and in this constitution are together called 'the trustees'.

- 17.2** A trustee must be a member of the charity or the nominated representative of an organisation that is a member of the charity
- 17.3** No one may be appointed a trustee if they would be disqualified from acting under the provisions of clause 20.
- 17.4** The number of trustees shall be not less than three but no more than seven.
- 17.5** The first trustees (including officers) shall be those persons elected as trustees at the meeting at which this constitution is adopted.
- 17.6** A trustee may not appoint anyone to act on their behalf at meetings of the trustees.

18. APPOINTMENT OF TRUSTEES

- 18.1** The charity in the annual general meeting shall elect the trustees.
- 18.2** The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 6 of this clause, they will also appoint the operating board.
- 18.3** Each of the trustees shall retire with effect from the conclusion of the second annual general meeting after their appointment but shall be eligible for re-election at that annual general meeting subject to clause 18.4. This is the term of the trustee's appointment.
- 18.4** No member may stand for re-election for a fourth consecutive term.
- 18.5** No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the charity is given a notice that:
 - a)** is signed by a member entitled to vote at the meeting;
 - b)** states the member's intention to propose the appointment of a person as a trustee;
 - c)** is signed by the person who is to be proposed to show their willingness to be appointed.
- 18.6** The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
- 18.7** 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 THE TRUSTEES

- 19.1** The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):

- a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
 - d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
 - e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
 - j) 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;
 - k) to do all such other lawful things as are necessary for the achievement of the objects.
- 19.2** No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- 19.3** Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

20. DISQUALIFICATION AND REMOVAL OF A TRUSTEE

A trustee shall cease to hold office if they:

- 20.1** are 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);
- 20.2** ceases to be a member of the charity
- 20.3** in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain for more than three months;
- 20.4** resigns as a trustee by notice to the charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect); or
- 20.5** is absent without the permission of the trustees for **three consecutive months** and the trustees resolve that their office be vacated.
- 20.6** A vote of no confidence is passed against that trustee at a meeting of the trustees called in accordance with this constitution.

21. PROCEEDINGS OF TRUSTEES

- 21.1** The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 21.2** Any trustee may call a meeting of the trustees.
- 21.3** All meetings should be conducted to an agenda which should be published to trustees in advance of the meeting. Copies of the agenda should be made available at the meeting.
- 21.4** Questions arising at a meeting must be decided by a majority of votes.
- 21.5** In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 21.6** 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.
- 21.7** The quorum shall be a minimum of 4 trustees or all trustees if only 3 remain.
- 21.8** 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.
- 21.9** If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 21.10** The trustees will elect a chair by simple majority at the first meeting following an AGM or next Board of Trustees meeting should the Chair stand down.
- 21.11** 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.
- 21.12** 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.
- 21.13** The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

22. CONFLICTS OF INTEREST

A charity trustee must:

- 22.1** declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- 22.2** absent themselves from any discussions of the charity trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the

charity and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

23. SAVINGS PROVISIONS

23.1 Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- a) who is disqualified from holding office;
- b) who had previously retired or who had been obliged by this constitution to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

23.2 Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24. DELEGATION

24.1 The trustees will delegate operation of the charity to a Management Board (the Board). Any such delegation must be recorded in the minute book.

24.2 The trustees may impose conditions when delegating, including the conditions that:

- a) the relevant powers are to be exercised exclusively by the Board to whom they delegate;
- b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.

24.3 The trustees may revoke or alter a delegation.

24.4 The Board will meet monthly. All acts and proceedings of the Board must be fully and promptly reported to the trustees.

24.5 The trustees will define each of the roles on the Board, to include but not exclusively, a Chief Executive and Finance Director.

- 24.6** The trustees will publish, in writing, job descriptions for each role on the Board.
- 24.7** The trustees will publish terms by which all members of the Board must operate. This will include disciplinary procedures which may lead to the removal of a board member.
- 24.8** Any person who supports the objectives of the charity will be eligible to apply for any of the Board roles unless they are currently acting as a trustee of the charity. Applicants must apply in writing to the Trustees detailing their relevant experience for the role.
- 24.9** The trustees will post publicly that a board role is open for applications and with a closing date for applications.
- 24.10** The trustees will form a selection panel for each role. Any trustee with a conflict of interest or loyalty with a candidate for a role must not participate in that panel.
- 24.11** The selection panel will review all candidates written applications and choose any candidates they wish to interview in person.
- 24.12** The selection panel will make a recommendation of their preferred candidate to the next trustees meeting where the appointment will be recorded in the minutes.
- 24.13** Should no suitable candidate be found, the trustees can choose to re-open applications.

25. IRREGULARITIES IN PROCEEDINGS

25.1 Subject to sub-clause (2) of this clause, all 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:

- a) who was disqualified from holding office;
- b) who had previously retired or who had been obliged by the constitution to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without:
- d) the vote of that trustee; and
- e) that trustee being counted in the quorum,

the decision has been made by a majority of the trustees at a quorate meeting.

25.2 Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

25.3 No resolution or act of

- a) the trustees
- b) any committee of the trustees or
- c) the charity in general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

26. MINUTES

26.1 The trustees must keep minutes of all:

- 26.1.1** appointments of officers and trustees made by the trustees;
- 26.1.2** proceedings at meetings of the charity;
- 26.1.3** meetings of the trustees and committees of trustees including:
 - a) the names of the trustees present at the meeting;
 - b) the decisions made at the meetings; and
 - c) where appropriate the reasons for the decisions.

26.2 Minutes of trustee meetings should be published to all trustees no later than 5 days following a meeting

27. ACCOUNTS, ANNUAL REPORTS AND ANNUAL RETURNS

27.1 The trustees must comply with their obligations under the Charities Act 2011 with regard to:

- a) the keeping of accounting records for the charity;
- b) the preparation of annual statements of account for the charity;
- c) the transmission of the statements of account to the Commission;
- d) the preparation of an Annual Report and its transmission to the Commission;
- e) the preparation of an Annual Return and its transmission to the Commission.

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

28. REGISTERED PARTICULARS

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

29. PROPERTY

29.1 The trustees must ensure the title to:

- a)** all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
- b)** all investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

29.2 The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.

29.3 The trustees may remove the holding trustees at any time.

30. REPAIRS AND INSURANCE

30.1 The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

31. Notices

31.1 Any notice required by this constitution to be given to or by any person must be:

- a)** in writing; or
- b)** given using electronic communications.

31.2 The charity may give any notice to a member either:

31.2.1 personally; or

31.2.2 by sending it by post in a prepaid envelope addressed to the member at their address; or

31.2.3 by leaving it at the address of the member; or

31.2.4 by giving it using electronic communications to the member's address.

31.3 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

31.4 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

31.5

- a)** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- b)** Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- c)** A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

32. RULES

32.1 The trustees may from time to time make rules or bye-laws for the conduct of their business.

32.2 The bye-laws may regulate the following matters but are not restricted to them:

- a)** the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- b)** the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
- c)** the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
- d)** the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
- e)** the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- f)** generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

32.3 The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.

32.4 The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.

- 32.5** The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

33. DISPUTES

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

34. INTERPRETATION AND DEFINITIONS:

- 34.1** In this constitution 'connected person' means:
- 34.1.1** a child, parent, grandchild, grandparent, brother or sister of the trustee;
 - 34.1.2** the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
 - 34.1.3** a person carrying on business in partnership with the trustee or with the trustee or with any person falling within sub-clause (1) or (2) above
 - 34.1.4** an institution which is controlled –
 - a)** by the trustee or any connected person falling within sub-clause (1), (2), or (3) above;
 - b)** by two or more persons falling within sub-clause (4)(a), when taken together
 - 34.1.5** a body corporate in which –
 - a)** the charity 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.
 - 34.1.6** Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.