

CONSTITUTION & RULES FOR THE MILFORD AREA PRESERVATION GROUP

adopted on the **** of ***** 2023

PART 1

1. **Adoption of the constitution**

(1) The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. **Name**

(1) The association shall be called the “Milford Area Preservation Group” (MAPG)

3. **Objects**

(1) The objects of MAPG are to protect, preserve and enhance the character and amenities of Milford. These may include but are not necessarily limited to:

- (a) Protection of and enhancement of the local environment.
- (b) Protection and preservation of the architectural heritage of the area.
- (c) Protection and preservation of the archaeological heritage of the area.
- (d) Actions to celebrate Milford.
- (e) Enhancement of the cultural and everyday life of the Milford Community.

4. **Powers**

(1) For the pursuit and fulfilment of the Group’s objects its powers shall include the following:

- (a) to raise funds, receive grants and donations.
- (b) to apply funds to carry out the work of the charity.
- (c) to recruit and organise groups of volunteers to undertake tasks that will help improve the local environment. Work on the protection and enhancement of any land acquired by the Group, or any other land, restoration work on the riverbanks, and litter picking. Emphasis will be place on the encouragement of young people to join in these activities.
- (d) to arrange for the training of volunteers enabling them to undertake activities such as lorry watch and speed watch.
- (e) to report to relevant organisations such as the Local Council and Environment Agency any issues of traffic, road damage or flooding that occur in Milford.
- (f) to scrutinise planning applications and building projects whether for residential or commercial purposes, and to act where possible to ensure that the interests of residents are fully protected.
- (g) to organise community events such as garden parties, street parties and walks of historical interest.
- (h) to acquire, for example by purchase or donation, land judged to be of especial importance to the community of Milford and area.
- (i) do anything which is lawful and necessary to achieve the objects.

5. **Application of income and property**

(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 him or her 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.
- (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.

6. **Benefits and payments to charity trustees and connected persons**

(1) General provisions

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.

(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.
- (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 6.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) ‘the charity’ includes any company in which the charity:
 - (b) holds more than 50% of the shares; or
 - (c) controls more than 50% of the voting rights attached to the shares; or
 - (d) has the right to appoint one or more trustees to the board of the company.
 - (e) ‘connected person’ includes any person within the definition set out in clause 38 (Interpretation).

7. **Dissolution**

- (1) If the members resolve 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.
- (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.
- (3) The trustees must apply any remaining property or money:
 - (a) directly for the objects.
 - (b) by transfer to any charity or charities for 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.
 - (d) 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 above.
 - (e) 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).

8. **Amendment of Constitution**

- (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 clause 3 (Objects), 5 (Application of income and property), clause 6 (Benefits and payments to charity trustees and connected persons),

clause 7 (Dissolution) or this clause without the prior consent in writing 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.
- (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.
- (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

9. Membership

- (1) The Group shall have Ordinary Members. Membership is open to individuals over eighteen.
 - (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) 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.
- (2) The Committee shall decide on the number and admission of Ordinary Members.
- (3) Membership is normally restricted to those living in the Milford area.
- (4) Membership is not transferable to anyone else.
- (5) The trustees must keep a register of names and addresses of the members which must be made available to any member upon request.
- (6) If the conduct or action of any Member shall, in the opinion of the Committee, be injurious to or inconsistent with the character, objects or interests of the Group, the Committee shall, if requested, grant the Member a hearing before it. If the complaint is upheld, the Committee may request in writing such Member to resign. Any Member so requested who does not resign within one month from the date of such a written request shall cease to remain a Member of the Group.

10. Termination of membership

- (1) Membership is terminated if:
 - (a) the member dies.
 - (b) the member moves out of the catchment area.
 - (c) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members.
 - (d) any sum due from the member to the charity is not paid in full within six months of it falling due.
 - (e) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - i. 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.
 - ii. the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

11. General meetings

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings. The Annual General Meeting shall be held at such time and place as shall be determined by the Committee. Written Notice, including the agenda, the text and proposers and seconders of any Resolutions, shall be given 21 days before the meeting.
- (3) The business of the Annual General Meeting shall be:
 - (a) To receive the examined Accounts of the Group and the Report thereon,
 - (b) To receive the Committee's Report on the activities of the past year,
 - (c) To elect Officers and Committee of the Group,
 - (d) To elect an independent Financial Examiner of the Accounts of the Group,
 - (e) To consider any Resolutions of which due Notice has been given,
 - (f) Informally to discuss any other business with the permission of the Chairman.
- (4) The election of Officers and of the Committee shall be by a show of hands unless there are more candidates than there are vacancies to be filled, in which case the relevant election shall be by ballot of those present at the Meeting.
- (5) All general meetings other than annual general meetings shall be called special general meetings.
- (6) The trustees may call a special general meeting at any time.
- (7) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. 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 a special general meeting but in doing so they must comply with the provisions of this constitution.

12. Notice

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (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.
- (4) The notice must be given to all the members and to the trustees.

13. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is: 20 members entitled to vote upon the business to be conducted at the meeting; or
- (3) one tenth of the total membership at the time, whichever is the greater.
- (4) If: a quorum is not present within half an hour from the time appointed for the meeting; or
- (5) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.

14. Chairman

- (1) General meetings shall be chaired by the person who has been elected as Chairman.
- (2) 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.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.

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

15. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (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.
- (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.
- (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.

16. Votes

- (1) 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.
- (2) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

17. The Officers

- (1) The Officers of the Group shall be the Chairman, the Deputy Chairman, the Treasurer and the Secretary, all of whom shall be nominated annually by the Committee for election at the Annual General Meeting.
- (2) The Chairman, or in his/her absence an appointee of the Committee, shall preside at all General Meetings and Committee Meetings of the Group. The decision of the Chairman of the General Meeting upon any question of order, voting, adjournment of the Meeting or interpretation of the Rules of the Group shall be final. The Chairman of any Meeting shall have an additional casting vote in the event of equality of votes on any matter under consideration by the Group.

18. Committee

- (1) The Committee shall manage the affairs of the Group and administer its funds.
- (2) The Committee shall consist of not more than twelve Members including the Chairman, Deputy Chairman, Treasurer and Secretary.
- (3) Any Ordinary Member of the Group may propose or second Members for election to the Committee at the Annual General Meeting. Nominations must be given to the Secretary not less than 14 days before the Annual General Meeting. Committee Members shall retire each year but be eligible for re-election.
- (4) Casual vacancies amongst the Committee during the year may be filled by the Committee. Persons so appointed shall hold office until the next Annual General Meeting after the appointment and shall be empowered to vote.
- (5) The Committee may co-opt up to four additional Members to the Committee. Co-opted Members shall have the right to attend and speak at Meetings of the Committee but not have the right to vote. Co-opted Members shall be appointed for a specific period.
- (6) The Committee may appoint subcommittees accountable to it for such purposes as it determines.
- (7) The Committee may make regulations regarding the conduct of Meetings other than General Meetings, attendance of visitors, charges for visitors and otherwise for the regulation of the Group's affairs.

- (8) The Committee shall meet as required and not less than four times each year. A quorum shall consist of over one half of the number of the elected Members of the Committee, one of whom should be an Officer.

19. Trustees

- (1) The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called 'the trustees'.
- (2) A trustee must be a member of the charity.
- (3) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 22.
- (4) The number of trustees shall be not less than three but (unless otherwise determined by a resolution of the charity in general meeting) shall not be subject to any maximum.
- (5) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.
- (6) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

20. Appointment of trustees

- (1) The charity in general meeting shall elect the officers and the other trustees.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, they may also appoint trustees to act as officers.
- (3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) 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 or as an officer.
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) 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.
- (6) 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.

21. Powers of trustees

- (1) The trustees must manage the business of the charity and have the following powers 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 co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
 - (e) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects.

- (f) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects.
- (g) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- (h) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity.
- (i) 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.
- (j) to do all such other lawful things as are necessary for the achievement of the objects.
- (k) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (l) 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.

22. Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- (1) 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).
- (2) ceases to be a member of the charity.
- (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 so for more than three months.
- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

23. Proceedings of trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (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.
- (7) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (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.
- (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.
- (10) The person elected as the Chairman shall chair meetings of the trustees.
- (11) If the Chairman is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.

- (12) 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.
- (13) 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.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

24. Conflicts of interests and conflicts of loyalties

- (1) A charity trustee must:
 - (a) declare the nature and extent of any interest, direct or indirect, which he or she has 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
 - (b) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
- (2) Any charity 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 charity trustees on the matter.

25. Saving provisions

- (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.
 - (d) 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.
- (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 24 (Conflicts of interests and conflicts of loyalties).

26. Delegation

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee 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.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

27. Irregularities in proceedings

- (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:
 - (c) who was disqualified from holding office.
 - (d) who had previously retired or who had been obliged by the constitution to vacate office.
 - (e) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise.

if, without:

- (a) the vote of that trustee; and
- (b) 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) 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.
- (3) No resolution or act of
 - (a) the trustees,
 - (b) any committee of the trustees,
 - (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.

28. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees.
- (2) proceedings at meetings of the charity.
- (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.

29. Finance and Accounts

- (1) The Group's financial year shall end on 31st December in every year, but the first financial period of the Group shall end on 31st December 2023.
- (2) An independent Financial Examiner shall be appointed at the Annual General Meeting, whose duties shall be to examine and report on the annual Accounts of the Group for submission to the Members. The first Examiner shall be appointed by the Committee.
- (3) The Committee shall authorise its Officers to arrange payment and re-imburement of expenditure on behalf of the Group. The funds of the Group will be paid into current, deposit or investment accounts in the name of the Group with such banks, building Societies or investment institutions as the Committee shall agree. Cheques shall be signed by not less than two Officers or other signatories authorised by the Committee, provided always that one of the two persons signing cheques shall be the Chairman or Treasurer.
- (4) 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.

- (5) 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.

30. Subscription

- (1) No subscription is payable by members.

31. Members' Addresses and Data Protection Act

- (1) Members' details will be processed fairly and lawfully and in accordance with the Group's legitimate activities.
(2) Members shall notify any changes of address to the Group.
(3) Members are to be notified of the above annually.

32. Registered particulars

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

33. Notices

- (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.
- (2) The charity may give any notice to a member either:
- (a) personally, or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
 - (c) by leaving it at the address of the member, or
 - (d) by giving it using electronic communications to the member's address.
- (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.
- (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.
- (5) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (6) 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.
- (7) 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.

34. Rules

- (1) The trustees may from time to time make rules or byelaws for the conduct of their business.
(2) The byelaws may regulate the following matters but are not restricted to them:
(3) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members.
(4) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers.

- (5) 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.
- (6) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution.
- (7) 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.)
- (8) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (9) The charity in general meeting has the power to alter, add to or repeal the rules or byelaws.
- (10) The trustees must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the charity.
- (11) The rules or byelaws shall be binding on all members of the charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

36. Disputes

- (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.

37. Interpretation

In this constitution 'connected person' means:

- (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 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.*
- (6) *Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.*
- (7) *In these rules where the context admits the masculine shall include the feminine and the singular shall include the plural and vice versa. The decision of the Committee upon any question of interpretation of these Rules shall be final and binding on all Members and guests of the Group. Subject to the provisions of Rule 5(b) as to the General Meeting.*

Signatures

.....Chairman

.....Treasurer

.....Deputy Chairman

.....Secretary

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