

Peak and Northern Footpaths Society Constitution

As approved by the AGM on 14 April 2018

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Preliminary

1. Adoption of the Constitution

The Society and its property will be administered and managed in accordance with this constitution.

2. Definitions

(1) In this constitution, except where otherwise stated:

“AGM” means Annual General Meeting;

“the charity” refers to the Society;

“Commission” means the Charity Commission or other the body for the time being undertaking the function of regulating charities;

“EGM” means Extraordinary General Meeting;

“GM” means a general meeting of members and includes an AGM and an EGM;

“Managing Committee” means the committee referred to in clause 12(1);

“member” means a member of the Society;

“Society” means the Peak and Northern Footpaths Society”;

“we” and “us” mean the Society and “our” means the Society's.

- (1) Headings and footnotes are included for the convenience of readers and have no effect on the meanings of clauses.
- (2) Any reference to an enactment includes a reference to any future amendment or replacement of that enactment.

3. Name

The name of the Society is the **Peak and Northern Footpaths Society**

Purposes

4. Objects

(1) Our objects are

- a) Creating, preserving and improving open spaces, public access rights and rights of way (other than for mechanically propelled vehicles); particularly in Cheshire, Derbyshire, Lancashire and Staffordshire, the former Metropolitan Counties of Greater Manchester, Merseyside, South and West Yorkshire and in Blackburn & Darwen, Blackpool, Derby, Halton, Stoke-on-Trent and Warrington.
- b) Preventing the abuse of such rights.
- c) Monitoring, supporting and opposing proposals and orders for the creation, closure, diversion and regrading of public rights of way.
- d) Erecting and maintaining direction posts, signs, footbridges and commemorative and other structures which improve access.
- e) All objects conducive to the foregoing.

(2) We pursue our objects via negotiation: but when appropriate, engage in legal proceedings, including public inquiries and mediation.

(3) We are an equal opportunities Society

5. Application of income and property

(1) We shall apply our income and property solely towards the promotion of the objects but:-

- (a) Our trustees are entitled to be reimbursed from our property or may pay out of it reasonable expenses properly incurred by any of our trustees when acting on behalf of the Society,
- (b) Our trustees may benefit from trustee indemnity insurance cover purchased at our expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- (2) None of our income or property may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any of our members. This does not prevent a member who is not also a trustee from receiving:
- (a) a benefit from us as an incidental consequence of the pursuit of our objectives ;
 - (b) reasonable and proper remuneration for any goods or services supplied to us.

Membership and subscriptions

6. Membership and right to attend meetings

- (1) Membership is open to individuals over eighteen or organisations who, in either case, are approved by the Managing Committee.
- (2)
 - (a) The Managing Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in our best interests to refuse the application.
 - (b) The Managing Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Managing Committee must consider any written representations the applicant may make about the decision. The decision of the Managing Committee following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The Managing Committee must keep a register of names and addresses of the members which must be made available for inspection by any member upon request.
- (5) Household membership is available for two or more people living at the same address. A maximum of two Household members will be entitled to full voting rights at GMs.
- (6) Individual members of 20 or more years standing, aged at least 65 years, shall be entitled (on application) to honorary life membership.
- (7) The AGM may elect for life Vice Presidents who shall enjoy honorary membership.
- (8) A body having an interest in our work which is admitted to membership upon payment of an affiliation subscription may nominate (in accordance with clause 25(2) & (3)) one delegate and two other persons to us, each of whom shall be deemed to be individual members (unless and until the nomination is ended or changed by the body in accordance with clause 25(2) & (3)) in lieu of any other authorised representative of the body.
- (9) All members may attend GMs and shall receive our Annual Report and other publications.

7. Subscriptions

- (1) Subscriptions shall be due within 1 month of each AGM, at the rates set at an AGM.
- (2) Notice of the Managing Committee's recommendations for
 - (i) any proposed changes in the rates and
 - (ii) variations in the number, specification and/or title of subscription classesshall be included in the notice of the AGM which may vote to accept or reject them but may not amend or delete any of them.

8. Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to us unless, after the resignation, there would be fewer than two members;
- (3) any sum due from the member to us is not paid in full within six months of a notice in writing from the Managing Committee that it is due and payable and that failure to pay within six months will result in termination of membership;

- (4) The member is removed from membership by a resolution of the Managing Committee that it is in the best interests of the Society that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
- (a) the member has been given at least twenty one days' notice in writing of the meeting of the Managing Committee at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member) has been given a reasonable opportunity to make representations to the meeting.

Meetings of the society

9. General meetings

- (1) An AGM must be held in the first six months of each year. It shall consider the Annual Report and Accounts for the past year and transact any other business within the scope of the notice convening the meeting.
- (2) The Managing Committee may call a GM at any time.
- (3) The Managing Committee must call a GM if requested to do so in writing by at least twenty members. The request must state the nature of the business that is to be discussed. If the Managing Committee fails to hold the meeting within 6 weeks of the request, the members who gave notice may proceed to call a GM but in doing so they must comply with the provisions of this constitution.

10. Notice

- (1) The minimum period of notice required to hold any GM is ten clear days from the date on which the notice is deemed to have been given¹
- (2) 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 AGM, the notice must say so.
- (3) Subject to clause 17(3)², the notice must be given to all the members.

11. Other Requirements in annex A

Annex A has effect.

Managing the society

12. Trustees

- (1) The Society and its property shall be managed and administered by a committee (the "Managing Committee") comprising members elected in accordance with this constitution. The members of the Managing Committee shall be our trustees.
- (2) The AGM shall designate one of the members which it elects to membership of the Managing Committee to hold the office of Chair of the Society and of the Managing Committee and another of those members to hold the office of Treasurer. It may also designate a member of that committee as secretary.
- (3) If an AGM does not designate one of the members of the Managing Committee as secretary, the Chair shall also hold the office of secretary until the Managing Committee designates another of its members to hold that office.
- (4) An AGM may appoint a member to the office of President. The President is not a member of the Managing Committee but shall retire from office at each AGM and be eligible for re-

¹ See Clause 17, especially 17(5)(c) in respect of the deemed date of delivery of a notice which is posted

² 17(3) provides that no notice need be given to a member whose only given address is overseas

election in the same way as he would if the holder of the office was a member of the Managing Committee. The rules in paragraphs (5) and (6) of this clause (the latter amended to refer to clause 29(1) to (4) only) and clause 13(4) shall apply to the office of President as if the President was a member of the Managing Committee.

- (5) Only members (including the nominated representative(s) of an organisation that is a member) are eligible for election or appointment to the Managing Committee. If a nominated representative of an organisation which is a member is elected to the Managing Committee but the organisation later nominates a different person to take his or her place, the nominee who is replaced ceases to be a member of the Managing Committee and the new nominee does not take his or her place on the Managing Committee.
- (6) No one may be elected or appointed a member of the Managing Committee if he or she would be disqualified from acting as a trustee under the provisions of clause 29.
- (7) The number of members of the Managing Committee shall be not less than three, nor more than the number determined by a resolution of a GM. In default of such a determination, the maximum number shall be 15;
- (8) A member of the Managing Committee may not appoint anyone to act on his or her behalf at meetings of that committee or any sub-committee of it.

13. Appointment of the Managing Committee

- (1) Members of the Managing Committee shall be elected at each AGM
- (2) Between AGM's, the Managing Committee may appoint any member who is willing to act (and who is not disqualified from membership of it by clause 29) to be a member of that committee. Subject to sub-clause (5)(b) of this clause, the Managing Committee may also appoint any of its members to fill posts or offices established by it.
- (3) Each member of the Managing Committee shall retire with effect from the conclusion of each AGM unless elected (if it is his or her first AGM after appointment under paragraph (2)) or re-elected at that AGM.
- (4) No-one who is not a person retiring under paragraph (3) may be elected to membership of the Managing Committee at any AGM otherwise than upon the recommendation of the Managing Committee unless at least 20 clear days before the meeting the Society 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 member to the Managing Committee and, if applicable, to hold an office of Chair, Treasurer or Secretary;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed and to confirm that he or she is not disqualified by virtue of clause 29;This paragraph (4) applies also to nomination for election to the the office of President otherwise than upon the recommendation of the Managing Committee.
- (5)
 - (a) An appointment to the Managing Committee, whether by an AGM or by the Managing Committee, must not cause the number of members of that committee to exceed the number fixed by or under clause 12(7).
 - (b) The Managing Committee may not appoint a person to an office held by a person appointed to that office at the last AGM unless that person vacates the office.

- (6) At the first AGM after this constitution takes effect:
 - (a) Clause 13(4) shall not apply; and
 - (b) A recommendation by a meeting of Officers (as defined in the constitution in effect immediately before this one) that specified persons be elected to the Managing Committee is as effective as if that meeting was a meeting of the Managing Committee.

14. Powers of Managing Committee

- (1) The Managing Committee must manage our business and has the following powers in order to further the objects (but not for any other purpose):
 - (a) to raise funds. In doing so, it 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 our property. In exercising this power, it must comply as appropriate with sections 117-122 Charities Act 2011;
 - (d) to borrow money and to charge the whole or any part of our property as security for repayment of the money borrowed. It must comply as appropriate with sections 124-126 of the Charities Act 2011 if it intends 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 support any charitable trusts, associations or institutions formed for any of our charitable purposes;
 - (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 it considers necessary for carrying out our work;
 - (i) to open and operate such bank and other accounts as it considers 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 it considers necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Managing Committee.
- (3) Any meeting of the Managing Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by that committee.

15 Dealings between the Society and trustees & conflicts of interest in annex B.

Annex B has effect.

16 Rules about Managing Committee & other meetings & administrative matters in annex C.

Annex C has effect.

General provisions and disputes

17. 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) We 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 us or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from us.
- (4) A member present in person at any GM shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (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.

18. Disputes

If a dispute arises between members 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.

Winding up the society

19. Dissolution

- (a) We may be dissolved by a resolution passed by a two-thirds majority of those present and voting at an EGM convened for that purpose, of which at least 6 weeks' notice shall have been given to the Secretary.
- (b) Assets remaining after satisfaction of our liabilities shall not be distributed among our members but shall be given to such other charitable institution(s) with objects similar to some of ours as we shall decide: but should this be impracticable, then to other charitable purposes.

Amending the constitution

20. Amendment of Constitution

- (a) A motion for the alteration of this constitution requires the approval of at least two thirds of the members present and voting at an EGM. If the motion is proposed pursuant to a Clause 9(3) requisition the Secretary must receive this motion at least six weeks before the EGM where it is to be discussed.
- (b) No alteration to Clause 4 (Objects), Clause 19 (Dissolution) or this Clause 20(b) shall take effect without the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction. No alteration may be made which would deprive us of the legal status of charity. No amendment enabling the provision of any form of trustee benefit shall be made without the prior written approval of the Charity Commission.

ANNEX A Procedure at a GM

21. Quorum

- (1) Subject to paragraph (5), no business shall be transacted at any GM unless at least twenty members are present.
- (2) The authorised representative (or representatives if clause 6(8) applies) of a member organisation shall be counted in the quorum.
- (3) 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 Managing Committee shall determine.
- (4) The Managing Committee 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 meeting³.
- (5) If no quorum is present at the reconvened 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.

22. Chair

- (1) GMs shall be chaired by the person who has been designated as Chair under clause 12(2).
- (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 member of the Managing Committee nominated by that Committee shall chair the meeting.
- (3) If there is only one member of the Managing Committee present and willing to act, he or she shall chair the meeting.
- (4) If no member of the Managing Committee 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.

23. 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 the 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 ⁴fourteen days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

³ See also clause 23

⁴ If adjusting these numbers do not overlook 21(4) and remember that (a) the first day of the clear days is the third day where day 1 is the date of posting and (b) the day of the meeting does not count as one of the clear days.

24. Votes

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.

25. Representatives of other bodies

- (1) Unless entitled to more than one representative under clause 6(8) (in which event this clause applies to each representative), any organisation that is a member may nominate any person to act as its representative at any GM.
- (2) The organisation must give written notice to the Society of the name of its representative. The nominee shall not be entitled to represent the organisation at any GM unless that notice has been received by the Society. The nominee may continue to represent the organisation until written notice to the contrary is received by the Society.
- (3) Any notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the nominee has been properly appointed by the organisation.

ANNEX B

Dealings between the society, its trustees and their connected parties. Conflicts of interest.

26. Meaning of "connected person"

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.

27. Benefits and payments to charity trustees and connected persons

(1) General provisions

Neither our trustees nor any of their connected persons may:

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

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Commission. ,

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) We shall not be prevented from pursuing our objects in any specific circumstances merely because a trustee or connected person may receive a benefit (as an incidental consequence of us so doing) in the same kind of way as any other member of the public is capable of benefitting from that which we do and a trustee or connected person may receive such a benefit from us.
- (b) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to us 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 trustee or connected person may provide us with goods that are not supplied in connection with services provided to us by the trustee or connected person.
- (d) A trustee or connected person may receive interest on money lent to us at a reasonable and proper rate which must be not more than the base rate.

- (e) A trustee or connected person may receive rent for premises let by the trustee or connected person to us. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (f) A trustee or connected person may take part in our normal trading and fundraising activities on the same terms as members of the public.
- (3) Payment for supply of goods only – controls
- The Society and our 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 us and the trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of us.
 - (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 trustees are satisfied that it is in our best interests to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
 - (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 us.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the trustees in the minute book.
 - (g) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by this clause 27.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) 'the Society' includes any company in which we:
 - (i) hold more than 50% of the shares; or
 - (ii) control more than 50% of the voting rights attached to the shares; or
 - (iii) have 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 27.

28. Conflicts of interests and conflicts of loyalties

A trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

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

ANNEX C

Detailed rules concerning members of the Managing Committee, committee meetings and administration

29. Disqualification and removal of members of the Managing Committee

A member of the Managing Committee 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 those provisions);
- (2) ceases to be a member;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a member of the Managing Committee by notice to us (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 members of the Managing Committee from all their meetings held within a period of six consecutive months and the members of the Managing Committee resolve that his or her office be vacated;
- (6) has been given written notice signed by at least two thirds of his or her fellow members of the Managing Committee terminating his or her appointment as a member of the Managing Committee.

30. Proceedings of the Managing Committee

- (1) The Managing Committee may regulate its proceedings as it thinks fit, subject to the provisions of this constitution.
- (2) Any member of the Managing Committee may call a meeting of the Managing Committee.
- (3) The Secretary must call a meeting of the Managing Committee if requested to do so by a member of the Managing Committee.
- (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 Managing Committee 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 members of the Managing Committee, whichever is the greater or such larger number as may be decided from time to time by the members of the Managing Committee.
- (8) A member of the Managing Committee shall not be counted in the quorum present when any decision is made about a matter upon which that member of the Managing Committee is not entitled to vote.
- (9) If the number of members of the Managing Committee is less than the number fixed as the quorum, the continuing members or member of the Managing Committee may act only for the purpose of filling vacancies or of calling a GM.
- (10) The person designated as the Chair under clause 12 shall chair meetings of the Managing Committee.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Managing Committee present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Managing Committee shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the members of the Managing Committee.

- (13) For the avoidance of doubt (and not by way of limitation or restriction of the generality of paragraph (1)), the members of the Managing Committee (or any of its committees) may arrange to meet by conference or video call; make decisions by resolution in writing (which may consist of a single or several copies of the text of the resolution, each signed by one or more members of the Managing Committee) signed by all the members of the Managing Committee entitled to receive notice of a meeting of the Managing Committee or its committee (as the case may be) and to vote upon the resolution; and conduct that which they consider to be routine business by means of e-mail exchanges between members of the Managing Committee.

31 Delegation

- (1) The Managing Committee may delegate any of its powers or functions to a committee of two or more members of the Managing Committee but the terms of any such delegation must be recorded in the minute book.
- (2) The Managing Committee may impose conditions when delegating, and may also provide that:
- (a) the delegate may sub-delegate on any terms stipulated by the Managing Committee;
 - (b) no expenditure may be incurred on our behalf except in accordance with a budget previously agreed with the Managing Committee.
- (3) The Managing Committee may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Managing Committee.

32. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Managing Committee or of a committee of the Managing Committee, shall be valid notwithstanding the participation in any vote of a member of the Managing Committee:
- (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:
- (i) the vote of that member of the Managing Committee; and
 - (ii) that member of the Managing Committee being counted in the Quorum,
- the decision has been made by a majority of the members of the Managing Committee at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a member of the Managing Committee to keep any benefit that may be conferred upon him or her by a resolution of the Managing Committee or of a committee established by it if the resolution would otherwise have been void.
- (3) No resolution or act of
- (a) the Managing Committee
 - (b) any committee established by the Managing Committee
 - (c) a GM
- shall be invalidated by reason of the failure to give notice to any member of the Managing Committee 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.

Record keeping, compliance and general stewardship

33. Minutes

The Managing Committee must keep minutes of all:

- (1) appointments to posts or offices and of members of the Managing Committee made by it;
- (2) proceedings at GMs;
- (3) meetings of the Managing Committee and committees established by it including:
 - (a) the names of the members of the Managing Committee present at the meeting;
 - (b) the names of those in attendance (if any) at the meeting and, if an attendee was not in attendance throughout the meeting, the items during the consideration of which he or she was in attendance;
 - (c) the decisions made at the meetings; and
 - (d) where appropriate the reasons for the decisions.

34. Accounts, Annual Report, Annual Return

- (1) The Managing Committee must comply with the obligations of trustees under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the Society;
 - (b) the preparation of annual statements of account for the Society;
 - (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.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Managing Committee is required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

35. Registered particulars

The Managing Committee must notify the Commission promptly of any changes to the information given in the charity's entry on the Central Register of Charities.

36. Property

- (1) The Managing Committee 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.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Managing Committee and that if they do so they will not be liable for the acts and defaults of the Managing Committee or of our members.
- (3) The Managing Committee may remove the holding trustees at any time.
- (4) "holding trustee" means a person whose function in relation to the asset he holds (whether alone or jointly with one or more others) on behalf of and for the exclusive benefit of the charity is to hold the charity's interest in that asset to the order of the Managing Committee on terms which (among other things) accord with paragraphs (2) and (3) of this clause.

37. Repair and insurance

The Managing Committee must keep in repair and insure to their full value against fire and other usual risks all of our buildings (except those buildings that are required to be kept in repair and insured by a tenant). It must also insure suitably in respect of public liability and, if we at any time have any employees, employer's liability.

Bye-Laws

38 Rules or bye-laws

- (1) The Managing Committee may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members (including the admission of organisations to membership) and the rights and privileges of such members (but the entrance fees, subscriptions and other fees or payments to be made by members are reserved for determination by a GM on the recommendation of the Managing Committee);
 - (b) the conduct of members in relation to one another, and to our employees (if any) and volunteers;
 - (c) the setting aside of the whole or any part or parts of our premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at GMs and meetings of the Managing Committee 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 our records to be kept in electronic form and require a member of the Managing Committee 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.
- (3) An A GM has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Managing Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members.
- (5) The rules or bye-laws shall be binding on all members. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.