

CONSTITUTION OF THE FRIENDS OF THE STOCKTON & DARLINGTON RAILWAY

An Associative Charitable Incorporated Organisation
2018-02-12

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is the Friends of the Stockton & Darlington Railway, hereinafter referred to as the Friends.

2. National Location of Principal Office

The principal office of the Friends is in England.

3. Objects

- To advance the education of the public about the Stockton and Darlington Railway (S&DR) and its seminal role in the development of the modern railway through its national and international influence and the conservation of the structures, archives and artefacts of the S&DR.

4. Powers

The Friends have power to do anything legal which is calculated to further their objects or is conducive or incidental to doing so. In particular, the Friends have power to:

- Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Friends must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if they wish to mortgage land.
- Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- Sell, lease or otherwise dispose of all or any part of the property belonging to the Friends. In exercising this power, the Friends must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.
- Employ and remunerate such staff and volunteers as are necessary for carrying out the work of the Friends.
- Deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property of the Friends to be held in the name of a nominee, 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.

5. Application of Income and Property

- The income and property of the Friends must be applied solely towards the promotion of the Objects.
- A charity trustee is entitled to be reimbursed from the property of the Friends or may pay out of such property reasonable expenses incurred by him or her when acting on behalf of the Friends.
- A charity trustee may benefit from trustee indemnity insurance cover purchased at the Friends' expense in accordance with, and subject to, the conditions in section 189 of the Charities Act 2011.
- None of the income or property of the Friends may be paid or transferred directly or indirectly by way of dividend, bonus or profit to any member of the Friends.

6. Benefits and Payments to Charity Trustees and Connected Persons

Sub-clause One: general provisions

No charity trustee or connected person may:

Receive any financial benefit from the Friends, unless the payment or benefit is permitted by sub-clause Two 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 monetary or has monetary value.

Sub-clause Two: scope and powers permitting trustees or connected persons' benefits.

- (a) A charity trustee or connected person may receive a benefit from the Friends as a beneficiary of the Friends provided that a majority of the trustees do not benefit in this way, but approve the benefit by a simple majority.
- (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 Friends where this is permitted in accordance with, and subject to the conditions in, sections 185 – 188 of the Charities Act 2011.
- (c) Subject to sub-clause Three of this clause, a charity trustee or connected person may provide the Friends with goods and/or services provided to the Friends by the charity trustee or connected person.

- (d) A charity trustee or connected person may take part in the normal trading and fundraising activities of the Friends on the same terms as members of the public.

Sub-clause Three: payment for supply of goods only – controls

The Friends and its charity trustees may only rely upon the authority provided by sub-clause Two (c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount for the payment of goods and/or services is set out in a written agreement between the Friends and the charity trustee or connected person supplying the goods and/or services (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods and/or services does not exceed what is reasonable in the circumstances for the supply of the goods and/or services in question.
- (c) The other charity trustees are satisfied that it is in the best interest of the Friends to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching the decision the charity trustees must balance the advantages of contracting with a charity trustee or connected person against the disadvantage 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 and/or services to the Friends.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum 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.

Sub-clause Four: in sub-clauses Two and Three of this clause:

- (a) The Friends includes any company in which the Friends:
- Holds more than 50% of the shares; or
 - Controls more than 50% of the voting rights attached to the shares; or
 - Has the right to appoint one or more directors to the board of the company.

(b) “Connected person” includes any person within the definition set out in clause 32 (Interpretation).

7. Conflicts of Interest and Conflicts of Loyalty

A charity trustee must:

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

Any charity trustee absenting himself or herself from any discussion 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.

8. Liability of Members to Contribute to the Assets of the CIO if it is Wound Up

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

9. Membership of The Friends

Sub-clause One: admission of new members

(a) Eligibility

Membership of the Friends is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause Three of this clause.

A member may be an individual, a corporate body, or an organisation which is not incorporated.

(b) Admission procedure

The charity trustees:

- May require applications for membership to be made in any reasonable way that they decide.
- May refuse an application for membership if they believe that it is in the best interests of the Friends for them to do so.
- Shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so within 28 days of the decision being taken and give the applicant the opportunity to appeal against the refusal and
- Shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application shall be final.

Sub-clause Two: transfer of membership

Membership of the Friends cannot be transferred to anyone else.

Sub-clause Three: duty of members

It is the duty of each member of the Friends to act within the law and in good faith as they seek to promote the Objects of the Friends.

Sub-clause Four: termination of membership

(a) Membership of the Friends comes to an end if:

- The member dies, or , in the case of an organisation (or the representative of an organisation) that organisation ceases to exist or
- The member sends notice of resignation to the charity trustees or
- Any sum of money owed by the member to the Friends is not paid in full within six months of its falling due or
- The charity trustees decide that it is in the best interests of the Friends that the member in question should be removed from membership and pass a resolution to that effect by a simple majority.

(b) Before the charity trustees take any decision to remove someone from membership of the Friends they must:

- Inform the member of the reasons why it is proposed to remove them from membership.

- Give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why they should not be removed from membership.
- At a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership.
- Consider at that meeting any representations which the member makes as to why the member should not be removed and
- Allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

Sub-clause Five: membership fees

The Friends may require members to pay reasonable membership fees to the Friends. The rates of subscription and the period of membership shall be decided from time to time by the charity trustees. Subscriptions shall be for payment on the first day of the Friends' financial year. No refund of subscription shall be made to members resigning from the Friends.

No member shall have power to vote at any meeting of the Friends if the member's subscription is in arrears at the time.

Sub-clause Six: honorary members

The Friends may in General Meeting and on the recommendation of the charity trustees invite former officers, supporters and Patrons of the Friends to become Honorary Members. The number of Honorary Members shall be limited to a reasonable number.

10. Members' Decisions

Sub-clause One: general provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause Four of this clause, decisions of the members of the Friends may be taken either by vote at a general meeting as provided in sub-clause Two of this clause or by written resolution, as provided by sub-clause Three of this clause.

Sub-clause Two: taking ordinary decisions by vote

Subject to sub-clause Four of this clause, any decision of the members of the Friends may be taken by means of a resolution at a general meeting. Such a resolution may

be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot).

Sub-clause Three: taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause Four of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

- A copy of the proposed resolution has been sent to all the members eligible to vote and
- A simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure) by a statement of their identity accompanying the document, or in such manner as the Friends has specified.

(b) The resolution in writing may comprise several copies to which one or more members have signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the Friends on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) Not less than 10% of the membership of the Friends may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees must within 21 days of receiving such a request comply with it if:

- The proposal is not frivolous or vexatious and does not involve the publication of defamatory material.
- The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members and
- Effect can lawfully be given to the proposal if it is agreed.

(f) (a) – (c) of sub-clause Three apply to a proposal made at the request of members.

Sub-clause Four: decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause 16, sub-clause Two.
- (b) Any decision to amend this constitution must be taken in accordance with clause 30 of this constitution (Amendment of Constitution)
- (c) Any decision to wind up or dissolve the Friends must be taken in accordance with clause 31 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Friends to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General Meetings of Members

There must be an annual general meeting (AGM) of the members of the Friends. The first AGM must be held within 18 months of the registration of the Friends, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect charity trustees as required under clause 13.

Other general meetings of the members of the Friends may be held at any time. All general meetings must be held in accordance with the following provisions.

Sub-clause One: calling general meetings

- (a) The charity trustees:
 - Must call the annual general meeting of the members of the Friends in accordance with the opening paragraph of this clause, and identify it as such in the notice of the meeting and
 - May call any other general meeting of the members of the Friends at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of the Friends if:
 - They receive a request to do so from at least 10% of the members of the Friends and
 - The request states the specific nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the Friends for more than 12 months, then (b) (bullet point 1) of sub-clause One shall have effect as if 5% were substituted for 10%.

- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only be properly proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the Friends must be held within 21 days from the date on which it is called.
- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The Friends must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting.

Sub-clause Two: notice of general meetings

- (a) The charity trustees, or, as the case may be, the relevant members of the Friends, must give at least 14 clear days' notice of any general meeting to all of the members.
- (b) If it is agreed by not less than 90% of all members of the Friends attending the meeting, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause Two (c) (bullet point 3) have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
 - State the time and date of the meeting.
 - Give the address at which the meeting is to take place.
 - Give the particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting.
 - If a proposal to alter the constitution of the Friends is to be considered at the meeting, include the text of the proposed alteration.
 - Include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election as trustee, or

where allowed under clause 23 (Use of electronic communications), details of where the information may be found on the Friends' website.

- Proof that the envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Friends.

Sub-clause Three: chairing of general meetings

The person nominated as Chair by the charity trustees under clause 20, sub-clause 2, (Chairing of meetings) shall, if present at the general meeting and willing to act, preside as chair of the meeting. In the absence of the Chair, the nominated Vice Chair shall if present and willing to act preside as chair of the meeting. Subject to neither being present, the members of the Friends who are present at a general meeting shall elect a chair to preside at the meeting.

Sub-clause Four: quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the Friends unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be ten members. An organisation represented by a person present at the meeting in accordance of sub-clause Seven of this clause, is counted as being present in person.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the Chair or be notified to the Friends' members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any

decision. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

Sub-clause Five: voting at general meetings

- (a) Any decision other than one falling within clause Ten, sub-clause Four (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including postal votes). Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken:
 - At the meeting at which it was demanded or
 - At some other time and place specified by the chair or
 - Through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final, unless malpractice is later proven to have taken place.

Sub-clause Six: voting by post or electronic communication

- (a) The Friends may, if the charity trustees so decide, allow the members a choice to vote by post or electronic communication to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.
- (b) The charity trustees must appoint at least two persons independent of the Friends to serve as scrutineers to supervise the conduct of the postal/electronic ballot and the counting of the votes.

- (c) If postal and/or electronic voting is to be allowed on a matter, the Friends must send to its members not less than 21 days before the deadline for receipt of votes cast in this way:
- A notice by electronic communication, if the member has agreed to receive notices in this way under clause 23 (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by electronic communication or post to the Friends, containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
 - A notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election as applicable.
- (d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The scrutineer for the Friends', at the Friends' principal office or such other postal address as is specified in the voting procedure.
- (e) The voting procedure for votes cast by electronic communication must require the member's name to be at the top of the electronic communication, and it must be authenticated in the manner specified in the voting procedure.
- (f) Electronic votes must be returned to an electronic communication address used only for this purpose and must be accessed only by a scrutineer.
- (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- (h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or electronic vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which they have already cast a valid vote. A member who has cast an invalid vote by post or electronic communication is allowed to vote at the meeting and counts towards the quorum.
- (i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For electronic votes, the scrutineers must cut off and retain any part of the electronic communication that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

- (j) Votes cast by post or electronic ballot must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and electronic communication and the number of votes received which were invalid.
- (k) The scrutineers must not disclose the result of the postal/electronic ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- (l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid electronic ballot votes; evidence of invalid votes; the valid votes and the invalid votes.
- (m) Any dispute about the conduct of a postal or electronic ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the Friends. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

Sub-clause Seven: representation of organisations and corporate members

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

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the Friends. Before such a representative exercises their right to vote, the member shall give particulars in writing to the Secretary of such representation.

Sub-clause Eight: adjournment of meetings

The chair may with the consent of the meeting at which a quorum is present (and shall be so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

Sub-clause Nine: exclusion from meetings

The chair shall have the power to exclude from any of the Friends' meetings any member or visitor whose behaviour in their opinion is inconsistent with the orderly conduct of the meeting.

12. Charity Trustees

Sub-clause One: functions and duties of charity trustees

The charity trustees shall manage the affairs of the Friends and may for that purpose exercise all the powers of the Friends. The charity trustees as a group shall be called "the Executive Committee". It is the duty of each charity trustee:

- (a) To exercise their powers and to perform their functions as a trustee of the Friends in the way they decide in good faith would be most likely to further the objects of the Friends and
- (b) To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances, having regard in particular to:
 - Any special knowledge or experience that they have or hold themselves as having and
 - If he or she acts as a charity trustee of the Friends in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

Sub-clause Two: eligibility for trusteeship

- (a) Every trustee must be a natural person
- (b) No one may be appointed as a charity trustee
 - If they are under the age of 18 years or
 - If they are not members of the Friends
 - If they would automatically cease to hold office under the provision of clause 16, sub-clause one (f).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any reappointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.
- (d) The name of candidates standing for election as trustees (proposed and seconded by members of the Friends) must be submitted in writing to the Secretary not less than twenty one clear days before the date of the Annual General Meeting.

Sub-clause Three: number of charity trustees.

There should initially be up to eleven trustees, with additional places available at the discretion of the Trustees for one trustee from each of Durham County Council, Darlington Borough Council and Stockton on Tees Borough Council and the National Railway Museum. The trustees from the three councils can be either Elected Members or Officers.

The number of trustee positions can be varied by the trustees from time to time and any changes must be approved at the next general meeting. The minimum number of trustees will be three, if the number of trustees falls below three the remaining trustee or trustees may act only to call a meeting of the charity trustees or to appoint one or more additional trustees.

Sub-clause Four: the first charity trustees

The first charity trustees of the Friends are:

Patricia Pemberton (Chair)

Niall Hammond (Vice-Chair)

Alan Macnab (Secretary)

Alan Townsend

Jane Hackworth-Young

Barry Thompson

Jonathan Ratcliffe

Peter Bainbridge

Ross Chisholm

Caroline Hardie

Chris Lloyd

13. Appointment of Charity Trustees

- Commencing with the fourth AGM of the Friends after registration as a charity, at every subsequent AGM, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the

number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire.

- The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they agree among themselves) be determined by lot.
- The vacancies so arising may be filled by the decision of the members at the AGM; any vacancies not filled at the AGM may be filled as provided in the fourth bullet point of this clause.
- The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 16 (Retirement and removal of charity trustees) or as an additional charity trustee.
- A person so appointed by the members of the Friends shall retire in accordance with the provisions of bullet points One and Two of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next AGM after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

14. Election of CIO posts

- The 'Executive Committee' is composed of the trustees (section 12, sub clause 1), and will from their number take on the following offices; Chair, Vice-chair, Secretary, Treasurer, Assistant Secretary, Membership Secretary, ICT Webmaster, Safeguarding Officer, Fundraising Officer, Planning Officer, Newsletter Editor and an Archivist.
- The first trustees (section 12 sub clause 4), will select these posts from within their own number by majority vote.
- In accordance with section 13, The Election of Trustees, each trustee holding an officer post is required to step down or stand for re-election on a rolling basis after three years. Re-election as a trustee and as an office holder shall be determined by vote at the AGM. Those so elected shall hold office until the conclusion of the meeting at which their successors are appointed.
- An individual may be elected to the office of Chair of the Trustees for a term of three years at an AGM on a maximum of three consecutive occasions. Thereafter they may be elected annually at an AGM by Special Resolution. Following a gap of

at least one year they may be elected once more for a maximum of three consecutive three year terms.

15. Information for New Charity Trustees

The charity trustees will make available to each new charity trustee, on or before their first appointment:

- (a) A copy of this constitution and any amendments made to it.
- (b) A copy of the Friends' latest trustees' annual report and statement of accounts.

16. Retirement and Removal of Trustees

Sub-clause One: ceasing to hold office

A charity trustee or officer ceases to hold office if they:

- (a) Retire by notifying the Friends in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings).
- (b) Is absent without permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that their office is vacated.
- (c) Dies.
- (d) In the written opinion, given to the Friends, of a registered medical practitioner treating that person, that he or she has become physically or mentally incapable of acting as a trustee and may remain so for a period of more than three months.
- (e) Is removed by the members of The Friends in accordance with sub-clause Two of this clause or
- (f) Is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

Sub-clause Two: Removal from office by resolution

- (a) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

- (b) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Friends.

17. Reappointment of Charity Trustees

Any person who retires as a charity trustee by rotation or by giving notice to the Friends is eligible for reappointment.

18. Taking Decisions by Charity Trustees

Any decision may be taken either:

- By a meeting of the charity trustees or
- By resolution in writing or electronic form agreed by a majority of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

19. Delegation by Charity Trustees.

Sub-clause One

The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do so, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.

Sub-clause Two

This power is in addition to the power of delegation of the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

- (a) A committee may consist of two or more persons who are members of the Friends, but at least one member of each committee must be a charity trustee.
- (b) The acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable and

- (c) The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

20. Meetings and Proceedings of Charity Trustees

Sub-clause One: calling meetings

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

Sub-clause Two: chairing of meetings

Meetings will normally be chaired by the Chair if they are present or, in their absence, by the Vice-Chair, if they are present. If no-one has been so appointed or if the person appointed is unwilling to preside or is not present within 10 minutes after the time set for the commencement of the meeting, the charity trustees present shall appoint one of their number to chair that meeting.

Sub-clause Three: procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four charity trustees, (including at least one of the Chair, Vice-chair, Secretary or Treasurer). A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the Chair shall have a second or casting vote.

Sub-clause Four: participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees, in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all other participants shall qualify as being present.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

21. Saving Provisions

Sub-clause One: validity of trustees' decisions

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

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

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 charity trustees at a quorate meeting.

Sub-clause Two: keeping of benefits by a charity trustee

Sub-clause One 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 One, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest and conflicts of loyalty).

22. Execution of Documents

- The Friends shall execute documents by signature or by affixing its seal if it has one.
- A document is validly executed by signature if it is signed by at least two of the charity trustees, including at least one of the Chair, Vice-Chair, Secretary or Treasurer. OR, the Seal of the CIO is attached

23. Use of Electronic Communication

Sub-clause One: General

The Friends will comply with the requirements of the Communication Provisions in the General Regulations and in particular:

- (a) The requirements to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form. The Friends reserve the right to charge at cost for such a service.
- (b) Any requirements to provide information to the Charity Commission in a particular form or manner.

Sub-clause Two: to the Friends

Any member or charity trustee of the Friends may communicate electronically with the Friends to an address specified by the Friends for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Friends.

Sub-clause Three: by the Friends

- (a) Any member or charity trustee of the Friends, by providing the Friends with his or her email address or similar, is taken to have agreed to receive communications from the Friends in electronic form at that address, unless the member has indicated to the Friends his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - Provide the members with the notice referred to in clause 11, sub-clause Two (Notice of general meetings).
 - Give charity trustees notice of their meetings in accordance with clause 20, sub-clause One (Calling meetings).
 - Submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), clause 10, sub-clause Three (Decisions taken by resolution in writing), or the provisions for postal voting, clause 11, sub-clause Six.
- (c) The trustees must:
 - Take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal.
 - Send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

24. Keeping of Registers

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

25.Minutes

The charity trustees must ensure minutes are kept of all:

- Appointments of officers made by the charity trustees.
- Proceedings of general meetings of the Friends.
- Meetings of the charity trustees and committees of charity trustees.

These minutes must include:

- i) The names of the trustees present at the meeting
 - ii) The decisions made at the meetings
 - iii) Where appropriate, the reasons for the decisions
- Decisions made by the charity trustees otherwise than in meetings.

26. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance.

Sub-clause One: Requirements of the Charities Act 2011

The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of income of the Friends, within 10 months of the financial year end.

Sub-clause Two: Central Register of Charities

The charity trustees must comply with their obligation to inform the Charity Commission within 28 days of any change in the particulars of the Friends entered on the Central Register of Charities.

27.Rules

The charity trustees may from time to time make such reasonable and proper rules and bye-laws as they may deem necessary or expedient for the proper conduct and management of the Friends, but such rules or bye-laws must not be inconsistent with any provision in this constitution. Copies of any such rules or bye-laws currently in force must be made available to any member of the Friends on request.

28. President, Vice-President and Patrons

The Friends may in general meeting and on the recommendation of the charity trustees invite persons distinguished for interest in the objects of the Friends to become President and Vice-President and other such persons to become Patrons. The number of Patrons at one time shall be limited to six. The charity trustees shall keep the President, Vice-President and Patrons in touch with matters under consideration. For the avoidance of doubt the President, Vice-President and Patrons are not charity trustees unless specifically appointed as such under Section 13, but may attend Executive Committee and Trustee meetings.

29. Disputes

If a dispute arises between members of the Friends 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.

30. Amendment of the Constitution

Sub-clause One

As provided by clauses 224-227 of the Charities Act 2011 this constitution can only be amended:

- By resolution agreed in writing by all members of the Friends or
- By a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Friends.

Sub-clause Two

Any alteration of clause 3 (Objects), clause 31 (Voluntary winding up or dissolution), this clause or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Friends or persons connected with them, requires the prior written consent of the Charity Commission.

Sub-clause Three

No amendment that is inconsistent with the provisions of the Charity Act 2011 or the General Regulations shall be valid.

Sub-clause Four

A copy of any resolution altering the constitution, together with a copy of the Friends' constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

31. Voluntary Winding Up or Dissolution

Sub-clause One

As provided by the Dissolution Regulations, the Friends may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Friends can only be made:

- (a) At a general meeting of the members of the Friends called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
- By a resolution passed by a 75% majority of those voting or
 - By a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting or
 - By a resolution agreed in writing by all members of The Friends present at the meeting.

Sub-clause Two

Subject to the payment of the Friends' debts:

- (a) Any resolution for the winding up of the Friends, or for the dissolution of the Friends without winding up, may contain a provision directing how any remaining assets of the Friends shall be applied.
- (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Friends shall be applied.
- (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Friends.

Sub-clause Three

The Friends must observe the requirement of the Dissolution Regulations in applying to the Commission for the Friends to be removed from the Register of Charities, and in particular:

- (a) The charity trustees must send with their application to the Commission:
- A copy of the resolution passed by the members of the Friends.
 - A declaration by the charity trustees that any debts and other liabilities of the Friends have been settled or otherwise provided for and
 - A statement by the charity trustees setting out the way in which any property of the Friends has been or is to be applied prior to its dissolution in accordance with this constitution.
- (b) The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Friends, and to any charity trustee of the Friends who was not privy to the application.

Sub-clause Four

If the Friends is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

32. Interpretation

In this constitution:

“connected person” means:

- (a) A child, parent, grandchild, grandparent, brother or sister of the charity trustee.
- (b) The spouse or civil partner of the charity trustee or any person falling within sub-clause (a) above.
- (c) A person carrying on business in partnership with the charity trustee or with any person falling within sub-clauses (a) or (b) above.
- (d) An institution which is controlled:
 - (1) By the charity trustee or any connected person falling within sub-clause (a), (b) or (c) above; or

(2) By two or more persons falling within sub-clause (d) (1) when taken together.

(e) A body corporate in which:

(1) The charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

(2) Two or more persons falling within sub-clause (e) (2) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisation (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **“Communications Provisions”** means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the Friends.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.