

Constitution of the Amberley Society

A Charitable Incorporated Organisation

with voting Members other than its Trustees

Date of constitution (last amended):

1. Name

The name of the Charitable Incorporated Organisation is the **Amberley Society** ("the Society").

2. National location of principal office

The principal office of the Society is in England.

3. Objects

The objects of the Society ('the Objects') are, for the benefit of the residents and community of Amberley and its surrounding area and of the wider general public, to:

- support the conservation and improvement of the amenities, character and heritage of Amberley and the surrounding area

by

- stimulating interest in Amberley, its people, history, and its built and natural environment;
- encouraging high standards of architecture and planning in or affecting Amberley and its surrounding area;
- recording, collecting, conserving and making publicly accessible material concerning Amberley, its people and history, and material which may aid the achievement of the Objects;

and undertaking any other activity relevant to the Objects.

4. Powers

The Society has power to do anything intended to further the Objects or which is conducive or incidental to doing so. In particular, the Society has power, subject to any relevant requirements of the law, to:

- (1) raise funds and to invite and receive donations provided that in raising funds the Society shall not undertake any substantial trading activities;
- (2) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed;
- (3) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (4) sell, lease or otherwise dispose of all or any part of the property belonging to the Society;
- (5) employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a Trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Trustees and Connected Persons) and provided it complies with the conditions of that clause;
- (6) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Society 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;
- (7) cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them.

5. Application of income and property

- (1) The income and property of the Society must be applied solely towards the promotion of the Objects.

- (a) A Trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Society.
 - (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Society'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 Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Society or Connected Person. This does not prevent a Member or Connected Person who is not also a Trustee:
- (a) receiving a benefit from the Society as a beneficiary of the Society;
 - (b) buying or receiving goods and/or services from the Society on reasonable and proper terms;
 - (c) selling goods, services or any interest in land to the Society on reasonable and proper terms;
 - (d) being employed by, or receiving remuneration from, the Society on reasonable and proper terms;
 - (e) receiving interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
 - (f) receiving rent for premises let by the Member or Connected Person to the Society. The amount of rent and the other terms of the lease must be reasonable and proper;
 - (g) taking part in the normal trading and fundraising activities on the same terms as members of the public.

Nothing in this clause shall prevent a Trustee or Connected Person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to Trustees and Connected Persons

(1) General provisions

No Trustee or Connected Person may:

- (a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Society;
- (c) be employed by, or receive any remuneration from, the Society;
- (d) receive any other benefit from the Society, direct or indirect, which is either money or has a monetary value;

unless the payment or benefit is permitted by sub-clause (2) of this clause or is authorised by the court or is with the prior written consent of the Charity Commission ("the Commission").

(2) Scope and powers permitting Trustees' or Connected Persons' benefits

- (a) A Trustee or Connected Person may receive a benefit from the Society as a beneficiary provided that it is available generally to the beneficiaries of the Society.
- (b) A Trustee or Connected Person may enter into a contract for the supply of services and/or goods to the Society where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) A Trustee or Connected Person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (d) A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Society. 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.
- (e) A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

7. Conflicts of interest and conflicts of loyalty

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

8. Liability of Members to contribute to the assets of the Society if it is wound up

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

9. Membership of the Society

- (1) Membership of the Society is open to individuals and organisations (corporate or unincorporated) who are interested in furthering the Objects of the Society.
- (2) Family membership allows each individual in a family to become a Member in their own right.
 - (a) Family membership is restricted to persons living at the same address.
 - (b) The names of all eligible family members must be provided to the Trustees so that their individual memberships may be registered.
- (3) Membership of the Society shall be by payment to the Society of such annual subscription fee as may be set by the Trustees from time to time. The subscription fee shall be payable on joining the Society and thereafter on 1 January each year.
 - (a) No individual or organisation shall become a Member until receipt by the Society of the relevant subscription fee.
- (4) The Trustees may refuse an application for membership if they believe that it is in the best interests of the Society for them to do so. In such case the Trustees shall give the applicant their reasons within 14 days of the decision being taken and give the applicant the opportunity to appeal against the refusal. The Trustees 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 for membership shall be final.
- (5) **Member Organisations**
 - (a) Each organisation which is a Member ("Member Organisation") shall appoint an individual to represent it and to vote on its behalf at meetings of the Society, and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend.
 - (b) Each Member Organisation shall notify to the Trustees the name of the representative appointed by it and of any alternate. If the representative or alternate resigns from or otherwise leaves the Member Organisation, they shall forthwith cease to be the representative of the Member Organisation.
 - (c) The representative of a Member Organisation shall have a single vote at any general meeting.
 - (d) All references to Member(s) in this constitution shall be deemed, where the context permits and according to the context, to include Member Organisations or the representative(s) or alternates(s) of Member Organisations.

(6) Transfer of membership

Membership of the Society cannot be transferred to any other individual or organisation.

(7) Termination of membership

- (a) Membership of the Society shall terminate if:
- (i) the Member dies or, in the case of a Member Organisation, ceases to exist; or
 - (ii) the Member sends a notice of resignation to the Trustees; or
 - (iii) any sum of money owed by the Member to the Society is not paid in full within 60 days of its falling due; or
 - (iv) the Trustees decide that it is in the best interests of the Society that the Member in question should be removed from membership and pass a resolution to that effect.
- (b) Before the Trustees take any decision to remove someone from membership of the Society they must:
- (i) inform the Member of the reasons why it is proposed to remove them from membership;
 - (ii) give the Member at least 21 days notice in which to make representations against the Trustees' proposal and, if the Member so chooses, allow the Member, or the Member's representative, to make those representations in person at a meeting of the Trustees; and
 - (iii) fairly consider these representations.
- (c) On termination of membership, for whatever reason, no refund of the subscription fee will be made.

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the Members shall be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause, any decision of the Members may be taken by means of a resolution at a general meeting and passed by a simple majority of votes cast at the meeting.

- (a) Each Member shall have one vote.
- (b) In the event of equality of votes the Meeting Chair shall have a second or casting vote.

(3) Decisions that must be taken in a particular way

- (a) Any decision to amend this constitution must be taken in accordance with clause 22 (Amendment of constitution).
- (b) Any decision to wind up or dissolve the Society must be taken in accordance with clause 23 (Voluntary winding up or dissolution).
- (c) Any decision to amalgamate or transfer the undertaking of the Society to one or more other societies must be taken in accordance with the provisions of the Charities Act 2011.

- (4) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

11. General meetings of Members

(1) Types of general meeting

- (a) An Annual General Meeting (AGM) of the Members shall be held each year.

- (i) The first AGM must be held within 18 months of the registration of the Society, and subsequent AGMs must be held at intervals of not more than 15 months.
 - (ii) The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report.
 - (iii) At each AGM the Members must elect trustees as required under clause 13.
 - (b) Special General Meetings of the Members may be held at any time.
- (2) All general meetings must be held in accordance with the provisions in sub-clauses (2) through (8) of this clause.
- (3) **Calling general meetings**
- (a) The Trustees:
 - (i) must call the AGM in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting;
 - (ii) may call any Special General Meeting of the Members at any time.
 - (b) The Trustees must, within 21 days, call a general meeting of the Members if:
 - (i) they receive a request to do so from at least 10% of the Members, and
 - (ii) the request states the general nature of the business to be dealt with, including particulars of any resolution that may be proposed at the meeting.
 - (c) Any general meeting called by the Trustees at the request of the Members must be held within 28 days from the date on which it is called.
- (4) **Notice of general meetings**
- (a) The Trustees must give at least 14 days notice of any general meeting to all Members.
 - (b) The notice of any general meeting must:
 - (iv) state the time and date of the meeting and the address at which it is to take place;
 - (v) give particulars of each 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;
 - (vi) if a proposal to alter the constitution of the Society is to be considered at the meeting, include the text of the proposed alteration(s);
 - (c) The notice for the AGM must include:
 - (i) the annual statement of accounts and trustees' annual report, and
 - (ii) details of persons standing for election or re-election as Trustees, or
 - (iii) details of where that information may be found on the Society's website.
 - (d) Proof that an envelope containing a notice was properly addressed, prepaid, and posted, or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
 - (e) 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 Society.
- (5) **Chairing of general meetings**
- The Chair of Trustees or, where there are Co-Chairs of Trustees, one of the Co-Chairs shall chair each general meeting unless the Chair of Trustees is not present or no Co-Chair is present within 10 minutes after the time of the meeting, in which case the Trustees present shall select one of their number to act as Meeting Chair.
- (6) **Quorum at general meetings**
- (a) No business may be transacted at any general meeting unless a quorum is present when the meeting starts.
 - (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 15%

or 20 Members.

- (c) If the meeting has been called 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 shall be 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 Meeting Chair shall adjourn the meeting. The date, time, and place at which the meeting will resume shall either be announced by the Meeting Chair or be notified to the Members giving at least seven days notice.
- (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 shall constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Trustees but may not make any decisions. If decisions are required which must be made by a meeting of the Members, the meeting must be adjourned.

(7) Voting at general meetings

- (a) Any decision other than one falling within clause 10(3) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting.
- (b) A resolution put to the vote at a meeting shall be decided on a show of hands.
- (e) 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 Meeting Chair shall be final.

(8) Adjournment of meetings

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

12. Charity trustees

(1) Functions and duties of Trustees

The Trustees shall manage the affairs of the Society and may for that purpose exercise all the powers of the Society. It is the duty of each Trustee:

- (a) to exercise their powers and to perform their functions in their capacity as a Trustee of the Society in the way they decide in good faith would be most likely to further the Objects of the Society; 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 out as having.

(2) Eligibility for trusteeship

- (a) Every Trustee must be a natural person and must be a Member of the Society.
- (b) No individual may be appointed as a Trustee:
 - if they are under the age of 18 years; or
 - if they would automatically cease to hold office under the provisions of clause 15(1)(e).
- (c) No one is entitled to act as a Trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the Trustees decide, their acceptance of the office of Trustee.

Commented [IG1]: The legal limit is 16 years, but perhaps 18 is better for us?

(3) **Number of Trustees**

- (a) There must be a minimum of six and a maximum of 12 Trustees.
- (b) If the number falls below the minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees, or to appoint a new Trustee.

(4) **Chair of Trustees**

- (a) The Trustees shall appoint one or two of their number as Chair or Co-Chairs of Trustees, respectively.
- (b) The Chair or Co-Chairs of Trustees may be elected at a meeting of the Trustees by simple majority of those present save that the proposed Chair or Co-Chairs may not vote for themselves.
- (c) In the case where there is already a single Chair of Trustees, the Trustees may elect another of their number as Co-Chair of Trustees by simple majority of those present excluding the proposed Co-Chair, who may not vote.
- (d) Subject to clauses 11(5) and 19(2), the Chair of Trustees or, where there are Co-Chairs, one of the Co-Chairs shall chair all meetings of Trustees and general meetings of Members. The Co-Chairs will generally rotate their role as chair of meetings unless they and or the Trustees agree otherwise.
- (e) In the event of equality of votes in any vote made in the Society, whether restricted to Trustees or open to all Members, the Meeting Chair of the meeting at which the vote takes place or at which the decision to hold the vote was made (in the event the vote is taken subsequent to such meeting) shall have a casting vote, save where the Meeting Chair is ineligible to vote.

(5) **First Trustees**

The first Trustees of the Society are:

Grahame Joseph
Mike Toynbee
Tim Simpson
Joe Thompson
Jeff Feakins
Ian Galbraith
Catherine Cunningham
Pam Keeble

13. Appointment/election of Trustees

- (1) Subject to the total number of Trustees not exceeding the maximum number, the Trustees may at any time co-opt another Member as a Trustee.
- (2) Any Member may at any time submit to the Trustees their name or that of another Member as a potential Trustee. Subject to the total number of Trustees not exceeding the maximum, the Trustees at their sole discretion may co-opt the nominated Member as a Trustee or may at an AGM propose that Member for election as a Trustee.
- (3) At each AGM:
 - (a) all Trustees shall retire from office but may offer themselves for re-election (or election in the case of a co-opted Trustee);
 - (b) any Member can propose a previous Trustee for re-election and if seconded that proposed Trustee shall be elected by simple majority of those Members (excluding the proposed Trustee) present;

- (c) any two Trustees may propose and second another Trustee for election or re-election as Chair or Co-Chair of Trustees, who shall be elected by simple majority of those Members (excluding the proposed Chair or Co-Chair) present.

14. Information for new Trustees

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

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

15. Retirement and removal of Trustees

- (1) A Trustee ceases to hold office if they:
 - (a) resign by notifying the Society in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) are absent without the permission of the other Trustees from all their meetings held within a period of six months and the other Trustees resolve that their office be vacated;
 - (c) die;
 - (d) in the written opinion, given to the Society, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a Trustee and may remain so for more than three months; or
 - (e) are disqualified from acting as a Trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

16. Reappointment of Trustees

Any person who resigns as a Trustee by giving notice to the Society is eligible for reappointment.

17. Taking of decisions by Trustees

Any decision by the Trustees may be taken either:

- (1) at a meeting of the Trustees; or
- (2) by resolution in writing or electronic form agreed by a majority of all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the Trustees has signified their agreement. Such a resolution shall be effective provided that
 - (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all Trustees, and
 - (b) the majority of the Trustees have signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Trustees have previously resolved, and delivered to the Society at its principal office or such other place and within such time as the trustees may resolve.

18. Delegation by Trustees

- (1) The Trustees may delegate any of their powers or functions to a committee or committees and, if they do, they shall determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more Members, at least one of whom must be a

- Trustee;
- (b) the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and
- (c) the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of Trustees

(1) Calling meetings

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

(2) Chairing of meetings

The Chair of Trustees or, where there are Co-Chairs of Trustees, either one of the Co-Chairs shall chair all meetings of Trustees unless the Chair or a Co-Chair is not present within 10 minutes after the time of the meeting, in which case one of the other Trustees shall act as temporary Meeting Chair.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken.
- (b) A quorum shall be not less than three or one third of the number of Trustees, whichever is the greater.
- (c) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.
- (d) Questions arising at a meeting shall be decided by a majority of those eligible to vote. In the case of an equality of votes, the Meeting Chair shall have a second or casting vote, unless they are not entitled to vote.

(4) Participation in meetings by electronic means

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

20. Communications to and by the Society

(1) The Trustees will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement 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;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) Communications to the Society

Any Member may communicate electronically with the Society to an address specified by the Society for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Society.

(3) Communications by the Society

- (a) Any Member, by providing the Society with their email address or similar, is taken to have agreed to receive communications from the Society in electronic form at that address, unless the Member has indicated to the Society their unwillingness to receive such communications in that form.
- (b) The Trustees must send or deliver all notices of meeting and related documents in hard copy form to any Member who is unwilling or unable to receive such communications in electronic form.
- (c) Communications by the Society to Members are treated as having been received by the intended recipients 48 hours after they were sent or posted. In calculating the period of hours for the purposes of this clause no account is to be taken of any part of a day that is a Saturday or Sunday, Christmas Day, Good Friday; or a bank holiday under the Banking and Financial Dealings Act 1971(1) in England and Wales.

21. Record keeping, annual reports & returns

- (1) The Trustees shall keep an up-to-date register of the Members and Trustees.
- (2) The Trustees shall keep minutes of all:
 - (a) proceedings at general meetings of the Society;
 - (b) meetings of the Trustees and committees of Trustees including:
 - (i) the names of the trustees present at the meeting,
 - (ii) the decisions made at the meetings, and
 - (iii) where appropriate the reasons for the decisions;
 - (c) decisions made by the Trustees otherwise than in meetings.
- (3) The 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 account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the Society, within 10 months of the financial year end.
- (4) The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Society entered on the Central Register of Charities.

22. Amendment of constitution

- (1) This constitution can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the Members of the Society.
- (2) Any alteration of the Society's Objects, or of any provision of the Society's constitution directing the application of property on its dissolution, or of any provision of the Society's constitution where the alteration would provide authorisation for any benefit to be obtained by Trustees or Members or Connected Persons, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the Society's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

23. Voluntary winding up or dissolution

- (1) If the Trustees decide that it is necessary or advisable to wind up or dissolve the Society, they shall

call a general meeting of the Members in accordance with clause 11 (Meetings of Members).

- (a) Any decision by the Members at that meeting to wind up or dissolve the Society can only be made
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting.
- (2) Subject to the payment of all the Society's debts:
 - (a) Any resolution for the winding up of the Society, or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied.
 - (b) If the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the Society 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 Society save that artefacts and documents of historical value may be transferred to non-charitable institutions, including record offices, museums and libraries.
- (3) The Society must observe the requirements of the Dissolution Regulations in applying to the Commission for the Society to be removed from the Register of Charities, and in particular:
 - (a) the Trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the Members;
 - (ii) a declaration by the Trustees that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and
 - (iii) a statement by the Trustees setting out the way in which any property of the Society has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) The Trustees must ensure that a copy of the application is sent within seven days to every Member and employee of the Society, and to any Trustee who was not privy to the application.
- (4) If the Society is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

24. Interpretation

In this constitution:

"Communications Provisions" means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

"Connected Person" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee or Member;
- (b) the spouse or civil partner of the Trustee, Member or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the Trustee, Member or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled
 - (i) by the Trustee, Member or any Connected Person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which
 - (i) the Trustee, Member or any Connected Person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a

substantial interest.

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

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

“Meeting Chair” means the person chairing a meeting, who may be the Chair of Trustees or, where there are Co-Chairs of Trustees, the Co-Chair who is chairing that meeting, or that other Trustee who is chairing the meeting in the absence of the Chair or a Co-Chair of Trustees.

“Member” means a member of the Society. Depending upon the context, “Member” is deemed to include Member Organisation or the representative of a Member Organisation.

Notice period: where a notice period for a meeting is stated in “days”, this means calendar days. The day of the meeting and the day on which notice is given are excluded.

“Trustee” means a charity trustee of the Society.