

Constitution

adopted on the

2019

PART 1

1. Adoption of the constitution

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

2. Name

The association's name is

Clungunford Village Hall (Charity Number: 503829)

(and in this document it is called the charity).

3. Objects

The charity's objects ('the objects') are

For the purposes of physical and mental recreation and social, moral and intellectual development through the medium of reading and recreation rooms, library, lectures, classes, recreations and entertainments or otherwise as may be found expedient for the benefit of the of the inhabitants of the parish of Clungunford in the county of Salop and its immediate vicinity without distinction of sex or of politics or other opinions

4. Application of income and property

(1) The income and property of the charity shall be applied solely towards the promotion of the objects.

(a) A Charity Trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) A Charity Trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a Charity Trustee from receiving:

(a) a benefit from the charity in the capacity of a beneficiary of the charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

5. Benefits and payments to Charity Trustees and connected persons

(1) General provisions

No Charity Trustee or connected person may:

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

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

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

- (a) A Charity Trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the Charity Trustees do not benefit in this way.
- (b) A Charity Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a Charity Trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the Charity Trustee or connected person.
- (e) A Charity Trustee or connected person may receive rent for premises let by the Charity Trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Charity Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A Charity Trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only - controls

The charity and its Charity Trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the Charity Trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other Charity Trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a Charity Trustee or connected person. In reaching that decision the Charity Trustees must balance the advantage of contracting with a Charity Trustee or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the Charity Trustees in the minute book.
 - (g) A majority of the Charity Trustees then in office are not in receipt of remuneration or payments authorised by clause 5.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) 'the charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more trustees to the board of the company.
 - (b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

6. Dissolution

The Charity is a holder of designated land. No resolution of the members or the Charity Trustees to dissolve the Charity shall be valid without the express prior consent of the Charity Commission.

7. Amendment of constitution

- (1) The Charity Trustees may from time to time amend this constitution if they are satisfied that it is expedient in the interests of the charity to do so.
- (2) Any resolution to amend a provision of Part 1 of this constitution must be passed by not less than two thirds of the members present and voting at a general meeting.
- (3) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting

- (4) The Charity Trustees must not make any amendment which would have the effect directly or indirectly of:
 - (a) altering or extending the purposes of the charity
 - (b) authorizing the Charity Trustees to do anything which is expressly prohibited by this constitution
 - (c) causing the charity to cease to be a charity at law
 - (d) altering or extending the power of amendment conferred by this constitution unless allowed to do so by law

- (5) The Charity Trustees must obtain the prior written approval of the Charity Commissioners for England and Wales before making any amendment which would have the effect directly or indirectly of:
 - (a) enabling them to spend permanent endowment or capitalise income of the charity;
 - (b) conferring a benefit of any kind on any of the Charity Trustees or holding trustees;
 - (c) restricting the existing right of any person (other than the Charity Trustees) to appoint or remove a Charity Trustee, or other trustee for the charity, or to intervene in the administration of the charity, without the consent of the that person;
 - (d) varying the name of the charity

- (6) A copy of any resolution amending this constitution shall be sent to the Commission within twentyone days of it being passed.

Part 2

8. Membership

- (1) Membership is open to all individuals over eighteen who are resident in the Parish of Clungunford or who are regular users of Clungunford Village Hall, the definition of regular users of the Clungunford Village Hall being at the sole discretion of the Charity Trustees from time to time
- (2) Any person meeting the criteria in (8)(1) above and who attends a general meeting of the charity shall be considered a member of the charity for the duration of the general meeting
- (3) The Charity Trustees shall be members of the charity while they continue to be Charity Trustees.

9. Termination of Charity Trusteeship

A Charity Trustee shall cease to be a Charity Trustee if:

- (1) the Charity Trustee dies;
- (2) the Charity Trustee resigns by written notice to the charity;

- (3) if the provisions of this constitution otherwise requires; and
- (3) in the event that there are fewer than two Charity Trustees at any time, Clungunford Parish Council and Clungunford Parochial Church Council may each appoint one new Charity Trustee

10. General meetings

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) A special general meeting may be called by a resolution of the Charity Trustees at any time.
- (5) The Charity Trustees must call a special general meeting if requested to do so in writing by at least ten persons entitled to membership under subclause (8)(1). The request must state the nature of the business that is to be discussed. If the Charity Trustees fail to hold the meeting within twenty-eight days of the request, the requesting persons may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

11. Notice

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (3) The notice must be placed on the Clungunford Village Notice Board and any other reasonable method of advertisement required by the Charity Trustees from time to time.

12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 4 members entitled to vote upon the business to be conducted at the meeting.
- (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 Charity Trustees shall determine.

- (4) The Charity Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair of the Charity Trustees for the previous year.
- (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 Charity Trustee nominated by the Charity Trustees shall chair the meeting.
- (3) If there is only one Charity Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Charity Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) Business conducted at a meeting before it is adjourned shall be valid unless it otherwise contravenes the provisions of this constitution.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

15. Votes

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.

16. Representatives of other bodies

Not applicable

17. Officers and Charity Trustees

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called the 'Charity Trustees'.
- (2) The charity shall have the following officers:
 - (a) A chair,
 - (b) A secretary,
 - (c) A treasurer or two co-treasurers.
- (3) No one may be appointed a Charity Trustee if he or she would be disqualified from acting under the provisions of clause 20.
- (4) The number of Charity Trustees shall be not less than three and shall be a maximum of ten.
- (5) A Charity Trustee may not appoint anyone to act on his or her behalf at meetings of the Charity Trustees.
- (6) The officers shall be elected by the Charity Trustees from amongst their number at the first meeting of the Charity Trustees following an annual general meeting.

18. Appointment of Charity Trustees

- (1) The charity in general meeting shall elect the Charity Trustees.
- (2) In the event of vacancies among the Charity Trustees outside of an annual general meeting, the Charity Trustees may appoint any person who is willing to act as a Charity Trustee up to the maximum number fixed in accordance with this constitution ("the maximum number").
- (3) Each of the Charity Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) Any person entitled to be a member of the charity wishing to act as a Charity Trustee may propose themselves as such at an annual general meeting or at a special general meeting called for that purpose
- (5) In the event of no more persons than the maximum number proposing themselves as Charity Trustees, those persons will be deemed to be elected as the Charity Trustees from the close of the general meeting until the next annual general meeting
- (6) In the event that more persons than the maximum number propose themselves as Charity Trustees at a general meeting:
 - (a) The Chair shall give the proposing persons the opportunity to withdraw until the number of proposing persons is equal to the maximum number and the proposing persons shall be deemed to be elected as per sub-clause 5; but
 - (b) if insufficient proposing persons withdraw, the Chair must adjourn the meeting for a minimum of seven days and reconvene a new meeting

at which the matter of the election of the Charity Trustees shall be decided through a secret ballot of members, such ballot to be administered by the Chair; and

- (c) those persons gaining the most votes (up to the maximum number) shall be elected as the Charity Trustees from the close of the general meeting until the next annual general meeting
- (7) The appointment of a Charity Trustee, whether by the charity in general meeting or by the other Charity Trustees, must not cause the number of Charity Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Charity Trustees .

19. Powers of Charity Trustees

- (1) The Charity Trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the Charity Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the Charity Trustees must comply as appropriate with sections 117- 122 of the Charities Act 2011;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The Charity Trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
 - (j) to open and operate such bank and other accounts as the Charity Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (k) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Charity Trustees.
- (3) Any meeting of Charity Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Charity Trustees.

20. Disqualification and removal of Charity Trustees

A Charity Trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (3) resigns as a Charity Trustee by notice to the charity (but only if at least two Charity Trustees will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Charity Trustees from all their meetings held within a period of six consecutive months or following two consecutive meetings (whichever is the longer time period) and the Charity Trustees resolve that his or her office be vacated.

21. Proceedings of Charity Trustees

- (1) The Charity Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Charity Trustee may call a meeting of the Charity Trustees.
- (3) The secretary must call a meeting of the Charity Trustees if requested to do so by a Charity Trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Charity Trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one-third of the total number of Charity Trustees, whichever is the greater or such larger number as may be decided from time to time by the Charity Trustees.
- (8) A Charity Trustees shall not be counted in the quorum present when any decision is made about a matter upon which that Charity Trustee is not entitled to vote.

- (9) If the number of Charity Trustees is less than the number fixed as the quorum, the continuing Charity Trustees or Charity Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the Charity Trustees
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Charity Trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Charity Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Charity Trustees.
- (13) A resolution in writing signed by all the Charity Trustees entitled to receive notice of a meeting of Charity Trustees or of a committee of Charity Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Charity Trustees or (as the case may be) a committee of Charity Trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Charity Trustees.

22. Conflicts of interests and conflicts of loyalties

A Charity 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 Charity Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
- (3) Any Charity Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Charity Trustees on the matter.

23. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Charity Trustees, or of a committee of the Charity Trustees, shall be valid notwithstanding the participation in any vote of a Charity Trustee:
 - (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that Charity Trustee and that Charity Trustee being counted in the quorum, the decision has been made by a majority of the Charity Trustees at a quorate meeting.

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

24. Delegation

- (1) The Charity Trustees may delegate any of their powers or functions to a committee of two or more Charity Trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The Charity Trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Charity Trustees.
- (3) The Charity Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Charity Trustees.

25. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of 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 interests or otherwise;

if, without:

- (d) the vote of that Charity Trustee; and
- (e) that Charity Trustee being counted in the quorum,

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

- (2) Sub-clause (1) of this clause does not permit a Charity Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Charity Trustees or of a committee of Charity Trustees if the resolution would otherwise have been void.
- (3) No resolution or act of

- (a) the Charity Trustees
- (b) any committee of the Charity Trustees
- (c) the charity in general meeting

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

26. Minutes

The Charity Trustees must keep minutes of all:

- (1) appointments of officers and Charity Trustees made by the Charity Trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the Charity Trustees and committees of Charity Trustees including:
 - (a) the names of the Charity Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

27. Accounts, Annual Report, Annual Return

- (1) The Charity Trustees must comply with their obligations under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the charity;
 - (b) the preparation of annual statements of account for the charity;
 - (c) the transmission of the statements of account to the Commission;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Charity Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

28. Registered particulars

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

29. Property

- (1) The Charity Trustees must ensure the title to:

- (a) all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
- (b) all investments held by or on behalf of the charity,

is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Charity Trustees and that if they do so they will not be liable for the acts and defaults of the Charity Trustees or of the members of the charity.
- (3) The Charity Trustees may remove the holding trustees at any time.

30. Repair and insurance

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

31. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing;
 - (b) given using electronic communications; or
 - (c) in accordance with clause 11 re meetings of the charity
- (2) The charity may give any notice to a Charity Trustee either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the Charity Trustee at his or her address; or
 - (c) by leaving it at the address of the Charity Trustee; or
 - (d) by giving it using electronic communications to the Charity Trustee's address.
- (3) A Charity Trustee who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered

Secretaries and Administrators shall be conclusive evidence that the notice was given.

- (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

32. Rules

- (1) The Charity Trustees 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 of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meeting and meetings of the Charity Trustees in so far as such procedure is not regulated by this constitution;
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a Charity Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Charity Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

33. Disputes

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

34. Interpretation

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Charity Trustee;
- (2) the spouse or civil partner of the Charity Trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the Charity Trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the Charity Trustees 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.

Signatures

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....
.....