

**CONSTITUTION**

**OF THE**

**COLNE ENDEAVOUR**

**BAND**

(a charitable incorporated organisation)

Incorporated and registered as a charity on 23rd May 2025

Registered Charity number 1213420

# **CONSTITUTION OF THE COLNE ENDEAVOUR BAND**

Constitution dated 23rd May 2025.]

## **Preliminary**

### **1. Name**

- 1.1 The name of the organisation is Colne Endeavour Band ("the Band").
- 1.2 The Band is a Charitable Incorporated Organisation.

### **2. Principal office**

- 2.1 The Band's principal office is in England.

## **Objects, activities and powers**

### **3. Objects**

- 3.1 The relief of persons with physical disabilities (in particular those with a congenital deformity of any kind, or resulting from any illness or accident) or any disablement the trustees deem suitable, by developing their skills and abilities through music and social interaction.

### **4. Powers**

- 4.1 The Band has power to do anything which is calculated to further its objects or is conducive or incidental to doing so.
- 4.2 In particular, the Band has power to—
  - 4.2.1 raise money (otherwise than by commercial trading) for the furtherance of its objects;
  - 4.2.2 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed (subject to clause 4.3);

- 4.2.3 buy, take on lease or in exchange, hire, or otherwise acquire, any property and maintain and equip it for use;
  - 4.2.4 sell, lease or otherwise dispose of all or any part of the property belonging to the Band (provided that, in exercising this power, the Band complies as appropriate with sections 117 and 119 to 123 of the Charities Act 2011);
  - 4.2.5 employ and remunerate such staff as are necessary for carrying out the work of the Band (provided that the Band may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons), and provided that it complies with the conditions of that clause);
  - 4.2.6 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Band 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.
- 4.3 The Band must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land.

#### **Property of the charity etc.**

### **5. Application of income and property**

- 5.1 Except as described in this clause—
- 5.1.1 the income and property of the Band must be applied solely towards the promotion of the objects; and
  - 5.1.2 none of the income or property of the Band may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Band or connected person.
- 5.2 A charity trustee is entitled to be reimbursed from the property of the Band or may pay out of such property reasonable expenses they have properly incurred when acting on behalf of the Band.
- 5.3 A charity trustee may benefit from trustee indemnity insurance cover purchased at the Band's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.4 Nothing in this clause prevents a member or connected person who is not also a charity trustee—
- 5.4.1 receiving a benefit from the Band as a beneficiary of the Band;
  - 5.4.2 buying or receiving goods and/or services from the Band on reasonable and proper terms;
  - 5.4.3 selling goods, services or any interest in land to the Band on reasonable and proper terms;
  - 5.4.4 being employed by, or receiving remuneration from, the Band on reasonable and proper terms;
  - 5.4.5 receiving interest on money lent to the Band at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
  - 5.4.6 receiving rent for premises let by the member or connected person to the Band (provided that the amount of rent and the other terms of the lease are reasonable and proper); or
  - 5.4.7 taking part in the normal trading and fundraising activities on the same terms as members of the public.
- 5.5 Nothing in this clause prevents a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.
- 5.6 In clauses 5 and 6, "the Band" includes any company in which the Band—

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company.

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

### **6.1 No charity trustee or connected person may—**

- 6.1.1 buy or receive any goods or services from the Band on terms preferential to those applicable to members of the public,
- 6.1.2 sell goods, services, or any interest in land to the Band,
- 6.1.3 be employed by, or receive any remuneration from, the Band, or
- 6.1.4 receive any other financial benefit from the Band,

unless the payment or benefit is permitted by paragraph 6.2 or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained.

### **6.2 Charity trustees and connected persons may benefit as follows—**

- 6.2.1 A charity trustee or connected person may receive a benefit from the Band as a beneficiary of the Band provided that benefit is available generally to the beneficiaries of the band.
- 6.2.2 A charity trustee or connected person may enter into a contract for the supply of services and/or goods to the Band where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 6.2.3 A charity trustee or connected person may receive interest on money lent to the Band at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.2.4 A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Band, provided that—
  - (a) the amount of the rent and the other terms of the lease are reasonable and proper; and
  - (b) 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.
- 6.2.5 A charity trustee or connected person may take part in the normal trading and fundraising activities of the Band on the same terms as members of the public.

## **7. Conflicts of interest and conflicts of loyalty**

### **7.1 A charity trustee must—**

- 7.1.1 declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Band or in any transaction or arrangement entered into by the Band which has not previously been declared; and
- 7.1.2 absent themselves from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the Band and any personal interest (including but not limited to any financial interest).

### **7.2 Any charity trustee absents themselves 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.**

## **8. Liability of members to contribute to the assets of the Band if it is wound up**

If the Band is wound up, the members of the Band (including any member who is also a trustee) have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

### **Members**

## **9. Membership of the Band**

- 9.1 Membership of the Band is open to any individual who—
- 9.1.1 is interested in furthering its purposes, and
  - 9.1.2 by applying for membership, has indicated their agreement to become a member and accept the duty of members set out in paragraph 9.6.
- 9.2 The charity trustees may require applications for membership to be made in any reasonable way that they decide.
- 9.3 The charity trustees may refuse an application for membership if they believe that it is in the best interests of the Band for them to do so.
- 9.4 If the charity trustees refuse an application for membership, they shall if the applicant requests—
- 9.4.1 give the applicant their reasons for doing so, within 21 days of the decision being taken,
  - 9.4.2 give the applicant the opportunity to appeal against the refusal;
  - 9.4.3 give fair consideration to any such appeal; and
  - 9.4.4 inform the applicant of their decision;
- and any decision to confirm refusal of the application for membership shall be final.
- 9.5 Membership of the Band cannot be transferred to anyone else.
- 9.6 It is the duty of each member of the Band to exercise their powers as a member of the Band in the way they decide in good faith would be most likely to further the purposes of the Band.
- 9.7 Membership of the Band comes to an end if—
- 9.7.1 the member dies; or
  - 9.7.2 the member sends a notice of resignation to the charity trustees; or
  - 9.7.3 any sum of money owed by the member to the Band is not paid in full within six months of its falling due; or
  - 9.7.4 the charity trustees decide that it is in the best interests of the Band that the member in question should be removed from membership, and pass a resolution to that effect.
- 9.8 Before the charity trustees take any decision to remove someone from membership of the Band they must—
- 9.8.1 inform the member of the reasons why it is proposed to remove them from membership;
  - 9.8.2 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;

- 9.8.3 at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- 9.8.4 consider at that meeting any representations which the member makes as to why the member should not be removed; and
- 9.8.5 allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses;

and any decision to confirm the member's removal from membership shall be final.

9.9 The Band may require members to pay reasonable membership fees to the Band.

## **10. Non-voting members**

- 10.1 The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- 10.2 Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

## **11. Members' decisions**

- 11.1 Except for those decisions that must be taken in a particular way as indicated in paragraph 11.7 below, decisions of the members of the Band may be taken either—
  - 11.1.1 by vote at a general meeting as provided in paragraph 11.2, or
  - 11.1.2 by written resolution as provided in paragraph 11.3.
- 11.2 Any decision of the members of the Band taken by means of a resolution at a general meeting may be passed by a simple majority of votes cast at the meeting (including votes cast by email ballot).
- 11.3 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—
  - 11.3.1 a copy of the proposed resolution has been sent to all the members eligible to vote; and
  - 11.3.2 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.
- 11.4 In the case of a resolution in writing—
  - 11.4.1 the document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the Band has specified;
  - 11.4.2 the resolution in writing may comprise several copies to which one or more members has signified their agreement;
  - 11.4.3 eligibility to vote on the resolution is limited to members who are members of the Band on the date when the proposal is first circulated in accordance with paragraph 11.3.1 .

- 11.5 No fewer than 25% of the members of the Band may request the charity trustees to make a proposal for decision by the members, and the charity trustees must within 21 days of receiving such a request comply with it if—
- 11.5.1 the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
  - 11.5.2 the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
  - 11.5.3 effect can lawfully be given to the proposal if it is so agreed.
- 11.6 Paragraphs 11.2, 11.3 and 11.4 apply to a proposal made at the request of members.
- 11.7 The following are decisions that must be taken in a particular way (and accordingly the foregoing provisions of this clause do not apply)—
- 11.7.1 any decision to remove a trustee must be taken in accordance with paragraph 21.2;
  - 11.7.2 any decision to amend this constitution must be taken in accordance with clause 34 (Amendment of Constitution);
  - 11.7.3 any decision to wind up or dissolve the Band must be taken in accordance with clause 35 (Voluntary winding up or dissolution); and
  - 11.7.4 any decision to amalgamate or transfer the undertaking of the Band to one or more other charitable incorporated associations must be taken in accordance with the provisions of the Charities Act 2011.

### **General meetings of members**

#### **12. General meetings**

- 12.1 There must be an annual general meeting (AGM) of the members of the Band.
- 12.2 The first AGM must be held within 6 months of the registration of the Band.
- 12.3 Subsequent AGMs must be held at intervals of not more than 15 months.
- 12.4 The AGM must—
- 12.4.1 receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and
  - 12.4.2 elect trustees as required under clause 20.
- 12.5 Other general meetings of the members of the Band may be held at any time.

#### **13. Calling general meetings**

- 13.1 All general meetings must be held in accordance with the following provisions.
- 13.2 The charity trustees—
- 13.2.1 must call the annual general meeting of the members of the Band in accordance with paragraphs 12.1 to 12.4, and identify it as such in the notice of the meeting; and
  - 13.2.2 may call any other general meeting of the members at any time.
- 13.3 The charity trustees must, within 21 days, call a general meeting of the members of the Band if—

- 13.3.1 they receive a request to do so from no fewer than 25% of the members of the Band; and
  - 13.3.2 the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request; and
  - 13.3.3 such request is not frivolous or vexatious.
- 13.4 If, at the time of any such request, there has not been any general meeting of the members of the Band for more than 12 months, then paragraph 13.3.1 shall have effect as if 10% were substituted for 25%.
- 13.5 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- 13.6 A resolution may properly be proposed only if it is lawful, and is not defamatory, frivolous or vexatious.
- 13.7 Any general meeting called by the charity trustees at the request of the members of the Band must be held within 28 days from the date on which it is called.
- 13.8 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.
- 13.9 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.
- 13.10 The Band 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, but the Band shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

#### **14. Notice of general meetings**

- 14.1 The charity trustees, or, as the case may be, the relevant members of the Band, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the Band who is not a member.
- 14.2 If it is agreed by not less than 90% of all members of the Band, any resolution may be proposed and passed at the meeting even though the requirements of paragraph 14.1 have not been met; but this paragraph 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.
- 14.3 The notice of any general meeting must:
- 14.3.1 state the time and date of the meeting;
  - 14.3.2 give the address at which the meeting is to take place; and
  - 14.3.3 give 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.
- 14.4 If a proposal to alter the constitution of the Band is to be considered at the meeting, the notice must include the text of the proposed alteration.
- 14.5 If the notice is for the AGM, the notice must either include the annual statement of accounts, the trustees' annual report, and details of persons standing for election or re-election as trustee, or where allowed under



clause 28 (Use of electronic communication), give details of where that information may be found on the Band's website.

- 14.6 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.
- 14.7 Notice shall be deemed to be given 48 hours after it was posted or sent.
- 14.8 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 Band.

## **15. Conduct of general meetings**

### *Chairing*

- 15.1 The person nominated as chair by the charity trustees under paragraph 24.3 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting.
- 15.2 Otherwise, the members of the Band who are present at a general meeting shall elect a chair to preside at the meeting.

### *Quorum at general meetings*

- 15.3 No business may be transacted at any general meeting of the members of the Band unless a quorum is present when the meeting starts.
- 15.4 Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three members.
- 15.5 If the meeting has been called by or at the request of the members and a quorum is not present within 10 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- 15.6 If the meeting has been called in any other way and a quorum is not present within 10 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting.
- 15.7 The date, time and place at which the meeting will resume must be notified to the Band's members at least seven clear days before the date on which it will resume.
- 15.8 If a quorum is not present within 10 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- 15.9 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.
- 15.10 If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

#### *Voting at general meetings*

- 15.11 Any decision other than one falling within paragraph 11.7 shall be taken by a simple majority of votes cast at the meeting.
- 15.12 Every member present at the meeting has one vote.
- 15.13 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 demanded by—
- 15.13.1 the chair of the meeting, or
  - 15.13.2 at least 10% of the members present at the meeting.
- 15.14 A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately.
- 15.15 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.
- 15.16 A poll may be taken—
- 15.16.1 at the meeting at which it was demanded; or
  - 15.16.2 at some other time and place specified by the chair of that meeting; or
  - 15.16.3 through the use of electronic communications.
- 15.17 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.
- 15.18 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.

#### *Adjournment of meetings*

- 15.19 The chair of a meeting 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.
- 15.20 No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

### **Charity trustees**

#### **16. Functions and duties of charity trustees**

- 16.1 The charity trustees shall manage the affairs of the Band and may for that purpose exercise all the powers of the Band.
- 16.2 It is the duty of each charity trustee—

- 16.2.1 to exercise their powers and to perform their functions in their capacity as a trustee of the Band in the way they decide in good faith would be most likely to further the purposes of the Band; and
- 16.2.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- 16.2.3 any special knowledge or experience that they have or hold themselves out as having; and,
- 16.2.4 if they act as a charity trustee of the Band 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.

## **17. Eligibility to be a trustee**

- 17.1 Every charity trustee must be a natural person.
- 17.2 No individual may be appointed as a charity trustee of the Band if—
  - 17.2.1 they are under the age of 18 years; or
  - 17.2.2 they would, if appointed, automatically cease to hold office under the provisions of paragraph 21.1.4 or 21.1.6.
- 17.3 No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.

## **18. Number of charity trustees**

- 18.1 There must be at least 3 charity trustees.
- 18.2 If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- 18.3 The maximum number of charity trustees is 7.
- 18.4 The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

## **19. First charity trustees**

The first charity trustees of the Band are—

- 1. RUTH CROSS
- 2. ROGER JAMES PALMER
- 3. RITA SKINNER
- 4. EDMUND HOWARD SMITH
- 5. HEATHER LOMAS

## **20. Appointment of charity trustees**

- 20.1 At the first annual general meeting of the members of the Band all the first charity trustees shall retire from office.
- 20.2 At every subsequent annual general meeting of the members of the Band, one third of the charity trustees shall retire from office; but—
- 20.2.1 if the number of trustees is not divisible by 3 then the number nearest to one third shall retire, or
- 20.2.2 if there is only one charity trustee, they shall retire.
- 20.3 The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment; but in the case of any trustees who were last appointed or reappointed on the same day, those to retire shall be determined by agreement among themselves or by lot.
- 20.4 The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in paragraph 20.5.
- 20.5 The members or the charity trustees may at any time decide to appoint a new charity trustee, whether—
- 20.5.1 in place of a charity trustee who has retired or been removed in accordance with paragraph 21 (Retirement and removal of charity trustees), or
- 20.5.2 as an additional charity trustee,
- provided that the limit specified in paragraph 18.3 on the number of charity trustees would not as a result be exceeded.
- 20.6 A person appointed under paragraph 20.5 by the members of the Band shall retire in accordance with the provisions of paragraphs 20.2 and 20.3.
- 20.7 A person appointed under paragraph 20.5 by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of their appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

### *Information for new charity trustees*

- 20.8 The charity trustees will make available to each charity trustee no later than when they are appointed—
- 20.8.1 a copy of this constitution and any amendments made to it; and
- 20.8.2 a copy of the Band's latest Trustees' Annual Report and statement of accounts.

### *Reappointment*

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

## **21. Retirement and removal of charity trustees**

- 21.1 A charity trustee ceases to hold office if they —
- 21.1.1 retires by notifying the Band in writing;
  - 21.1.2 is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated;
  - 21.1.3 dies;
  - 21.1.4 in the written opinion, given to the Band, 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;
  - 21.1.5 is removed by the members of the Band in accordance with paragraph 21.2; or
  - 21.1.6 is disqualified from acting as a charity trustee by virtue of sections 178 to 180 of the Charities Act 2011.
- 21.2 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 paragraph 13 and the resolution is passed by a two thirds majority of votes cast at the meeting.
- 21.3 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 Band.

## **22. Taking of decisions by charity trustees**

- 22.1 Any decision of the charity trustees may be taken either—
- 22.1.1 at a meeting of the charity trustees; or
  - 22.1.2 by written resolution agreed by a majority of all of the charity trustees.
- 22.2 A written resolution may be in writing or electronic form and 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 charity trustees has signified their agreement.
- 22.3 Such a written resolution shall be effective provided that—
- 22.3.1 a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
  - 22.3.2 the majority of all of the charity trustees has 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 charity trustees have previously resolved, and delivered to the Band at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

## **23. Delegation by charity trustees**

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

- 23.3 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements—
- 23.3.1 a committee may consist of 2 or more persons, but at least one member of each committee must be a charity trustee;
  - 23.3.2 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
  - 23.3.3 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **24. Meetings and proceedings of charity trustees**

### *Calling meetings*

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

### *Chairing of meetings*

- 24.3 The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment.
- 24.4 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 of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

## **25. Procedure at meetings**

- 25.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 2 charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity 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.
- 25.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 25.3 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

### *Participation in meetings by electronic means*

- 25.4 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.
- 25.5 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 the other participants shall qualify as being present at the meeting.
- 25.6 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **26. Saving provisions**

26.1 Subject to paragraph 26.2, 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—

- 26.1.1 who was disqualified from holding office,
- 26.1.2 who had previously retired or who had been obliged by the constitution to vacate office,
- 26.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- 26.1.4 for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time,

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.

26.2 Paragraph 26.1 does not permit a charity trustee to keep any benefit that may be conferred upon them by a resolution of the charity trustees or of a committee of charity trustees if, but for that paragraph, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

## **27. Execution of documents**

27.1 The Band shall execute documents by signature.

27.2 A document is validly executed by signature if it is signed by at least 2 charity trustees.

## **28. Use of electronic communications**

28.1 The Band will comply with the requirements of the Communications Provisions in the General Regulations and in particular—

- 28.1.1 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;
- 28.1.2 any requirements to provide information to the Commission in a particular form or manner.

### **28.2 To the Band**

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

### **28.3 By the Band**

(a) Any member or charity trustee of the Band, by providing the Band with their email address or similar, is taken to have agreed to receive communications from the Band in electronic form at that address, unless the member has indicated to the Band their 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:

(i) provide the members with the notice referred to in clause 13 (Notice of general meetings);

(ii) give charity trustees notice of their meetings in accordance with clause 24 (Calling meetings);  
and

(iii) submit any proposal to the members or charity trustees for decision by written resolution in accordance with the Band's powers under clause 11 (Members' decisions), 11.3 (Decisions taken by resolution in writing).

(c) The charity trustees must:

(i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;

(ii) 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.

## **29. Keeping of Registers**

The Band must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

## **30. Minutes**

30.1 The charity trustees must keep minutes of all—

30.1.1 appointments of officers made by the charity trustees;

30.1.2 proceedings at general meetings of the Band;

30.1.3 meetings of the charity trustees and committees of charity trustees, including—

(a) the names of the trustees present at the meeting;

(b) the decisions made at the meetings;

(c) where appropriate, the reasons for the decisions;

30.1.4 decisions made by the charity trustees otherwise than in meetings.

## **31. Accounting records, accounts, annual reports and returns, register maintenance**

31.1 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 account, and to the preparation of annual reports and returns.

31.2 The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the Band, within 10 months of the financial year end.



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

## **32. Rules**

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

## **33. Disputes**

If a dispute arises between members of the Band 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. Amendment of constitution**

- 34.1 As provided by sections 224 to 227 of the Charities Act 2011, this constitution can be amended only—
- 34.1.1 by resolution agreed in writing by all members of the Band; or
  - 34.1.2 by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Band.
- 34.2 Any alteration of the Band's objects, of any provision of the Band's constitution directing the application of property on its dissolution or any provision of the Band's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Band or persons connected with them, requires the prior written consent of the Charity Commission.
- 34.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 34.4 A copy of any resolution altering the constitution, together with a copy of the Band's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

## **35. Voluntary winding up or dissolution**

- 35.1 As provided by the Dissolution Regulations, the Band may be dissolved by resolution of its members.
- 35.2 Any decision by the members to wind up or dissolve the Band can be made only—
- 35.2.1 at a general meeting of the members of the Band called in accordance with clause 12 (General meetings), of which not less than 14 days' notice has been given to those eligible to attend and vote, where a resolution to that effect is passed—
    - (a) by a 75% majority of those voting, or
    - (b) without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - 35.2.2 by a resolution agreed in writing by all members of the Band.

- 35.3 Any resolution for the winding up of the Band, or for the dissolution of the Band without winding up, may contain a provision directing how any remaining assets of the Band shall be applied.
- 35.4 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Band shall be applied.
- 35.5 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Band.
- 35.6 In this clause, references to the remaining assets of the Band are references to such of the Band's assets as remain after the payment of all the Band's debts.
- 35.7 The Band must observe the requirements of the Dissolution Regulations in applying to the Commission for the Band to be removed from the Register of Charities, and in particular the charity trustees—
- 35.7.1 must send with their application to the Commission—
- (a) a copy of the resolution passed by the members of the Band;
  - (b) a declaration by the charity trustees that any debts and other liabilities of the Band have been settled or otherwise provided for in full; and
  - (c) a statement by the charity trustees setting out the way in which any property of the Band has been or is to be applied prior to its dissolution in accordance with this constitution; and
- 35.7.2 must ensure that a copy of the application is sent within seven days to every member and employee of the Band, and to any charity trustee of the Band who was not privy to the application.
- 35.8 If the Band is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## **36. Connected persons**

- 36.1 In this constitution, “connected person”, in relation to a charity trustee or member, means any of the following—
- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;
  - (b) the spouse or civil partner of the charity trustee or member or of any person falling within paragraph (a) above;
  - (c) a person carrying on business in partnership with the charity trustee or member or with any person falling within paragraph (a) or (b) above;
  - (d) an institution which is controlled (see section 351 of the Charities Act 2011)—
    - (i) by the charity trustee, member or any connected person falling within paragraph (a), (b), or (c) above; or
    - (ii) by two or more persons falling within sub-paragraph (d)(i), when taken together;
  - (e) a body corporate in which —
    - (i) the charity trustee, member or any connected person falling within sub-paragraphs (a) to (c) has a substantial interest (see section 352 of the Charities Act 2011); or
    - (ii) two or more persons falling within sub-paragraph (e)(i) who, when taken together, have a substantial interest.

### **37. General interpretation**

- 37.1 This clause has effect for the interpretation of this constitution.
- 37.2 References to any provision made by or under any statute includes reference to any re-enactment or modification of that provision.
- 37.3 Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.
- 37.4 “General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.
- 37.5 “Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- 37.6 The “Communications Provisions” means the Communications Provisions in Chapter 4 of Part 9 of the General Regulations.
- 37.7 “Charity trustee” means a charity trustee of the Band.
- 37.8 “Financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.
- 37.9 “Member” (subject to clause 10.2) means a member of the Band.
- 37.10 A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.