



# Constitution

This version ratified 08 June 2023

## **PART ONE**

### **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 Exeter Pride.

### **3. Objects**

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

3.1 To promote human rights, justice, and equality and diversity for the public benefit and in particular the elimination of discrimination and oppression on the grounds of sexual orientation or gender identity and expression, including in particular but not exclusively by:

- Promoting the history and culture of lesbian, gay, bisexual, and trans people together with other people of queer identities (LGBT+). In particular we celebrate and remember our communities' global tradition of resistance to societal oppression, a tradition that is epitomised and symbolised by the 1969 Stonewall Rebellion, which led to the global Pride movement;
- Raising the awareness of the public with regard to all aspects of discrimination in society and issues and difficulties affecting the lives of lesbian, gay, bisexual and trans (LGBT) people;
- Cultivating a sentiment in favour of equality and diversity in particular through celebrating the diversity of LGBT communities
- Advancing education in LGBT+ history, culture, arts and well-being, and in equality and diversity whether by signposting to other organisations or services or producing materials;
- Producing publications, lectures, workshops, media and other means of communication;
- Staging an annual LGBT+ festival, and other events, that actively promote, develop, and showcase queer artists.

3.2 Such other objects as are charitable under the law of England and Wales as the trustees shall in their absolute discretion determine.

3.3 The activities of the charity shall be undertaken in particular but not exclusively in Exeter and the wider County of Devon (the areas of benefit). The activities undertaken benefit a sufficient section of the public by promoting positive values to all people regardless of their faith, sexual orientation, race, or gender. The trustees shall impose no unreasonable restrictions on the opportunity of persons to benefit from the activities undertaken by Exeter Pride.

3.4 Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

#### **4. Application of Income & Property**

4.1 The income and property of the charity shall be solely used for the business of the charity's operation and the furthering of its charitable 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 them 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.

4.2 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 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, providing a competitive procurement process (proportionate to the scale of expenditure) has been undertaken.

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

5.1 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 remuneration from, the charity;
- d) receive any other financial benefit from the charity unless the payment is permitted by sub-clause (5.2) 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.

5.2 Scope and powers permitting 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 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 (5.3) 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.
- d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e) A charity trustee or connected person may receive rent for premises let by the 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.

### 5.3 Payment for supply of goods only – controls

The charity and its charity trustees may only rely upon the authority provided by sub-clause 5.2(c) of this clause if each of the following conditions are 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 them 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.

### 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 29 (Interpretation).

## **6. Dissolution**

6.1 If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.

6.2 The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

6.3 The trustees must apply any remaining property or money

- a) directly for the objects; and / or
- b) by transfer to any charity or charities for purposes the same as or similar to the charity; and / or
- c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.

6.4 The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (6.3) above.

6.5 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity)

6.6 The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

## **7. Amendment of constitution**

7.1 The charity may amend any provision contained in Part 1 of this constitution provided that:

- a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
- b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
- c) no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to charity trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of the Commission;

d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

7.2 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.

7.3 A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

## **PART TWO**

### **8. Membership**

8.1 Membership of Exeter Pride is open to all people and organisations who subscribe to the charity's objects ('the objects') as set out in clause 3.

#### **8.2 Refusal**

- a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
- b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

8.3 Membership is not transferable to anyone else.

8.4 The trustees must keep a register of names and contact details of the members which must be made available to any trustee upon request.

8.5 The Committee retains discretion to waive membership fees for trustees and those involved in ongoing work for the charity.

### **9. Termination of membership**

Membership is deemed terminated if:

- a) the member dies or, if it is an organisation, ceases to exist;
- b) the member resigns by written notice to the charity unless, after the resignation, there would be fewer than two members;
- c) any sum due from the member to the charity is not paid in full within six months of it falling due;
- d) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that their membership is terminated. A resolution to remove a member from membership may only be passed if:
  - i) The member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - ii) The member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

### **10. General meetings**

10.1 A general meeting of the membership of Exeter Pride will be held every July, or within two months of the main Exeter Pride festival. Where circumstances beyond the control of trustees mean no main Exeter Pride festival takes

place, a general meeting shall be held no later than 31 July each year.

- 10.2 Every Annual General Meeting shall be called by the Trustees of the Exeter Pride Committee. At least 21 clear days' notice will be given to all members of the Exeter Pride Committee and will be advertised to Exeter Pride's members and to the public.
- 10.3 All members of the charity shall be entitled to attend and vote at the meeting.
- 10.4 An Annual General Meeting will only be able to take place when at least 50% of the current trustees and at least 50% of the Exeter Pride Committee are present.
- 10.5 The Trustees shall present to each Annual General Meeting the report and accounts of the organisation for the preceding year.
- 10.6 Nominations for election to the Exeter Pride Committee can be made by any current member of Exeter Pride.
- 10.7 Nominations for election should be indicated in writing to the outgoing secretary to be received not less than 7 days before the General Meeting.
- 10.8 All nominations will be announced to those present at the Annual General Meeting and voted on accordingly. Should nominations exceed vacancies for any post, election shall be by ballot.

## **11. Powers of the Exeter Pride Committee**

In line with the purpose of Exeter Pride, the Exeter Pride Committee — made up of Trustees and committee members may exercise the following powers:

- 11.1 To seek necessary statutory permissions for, to plan, organise and deliver an annual LGBT+ festival, "Exeter Pride", and other associated events under the name Exeter Pride.
- 11.2 To raise funds and to invite and receive contributions. However, through fundraising, the Exeter Pride Committee are unable to permanently trade and will follow all relevant laws.
- 11.3 To make donations, where sufficient funds allow, to any organisations following similar aims to Exeter Pride. Donations will be made in line with a relevant donations policy.
- 11.4 To employ staff or commission contractors as and when deemed necessary and only where sufficient funding is available to support these staff. No trustee or member of Exeter Pride Committee shall be eligible for employment by the charity. Where staff is required, a sub-group, led by at least one Trustee will be formed to recruit, induct and manage them.



11.5 To partner with other organisations (voluntary, statutory and commercial) in order to meet the aims of the organisation as detailed in this document.

11.6 To create any advisory groups or working groups as the Exeter Pride Committee deems necessary. All advisory groups will be led by at least one Trustee and will report directly to the Trustees and Exeter Pride Committee, and all working groups will be led by at least one member the Exeter Pride Committee.

11.7 To invite people with relevant expertise in to provide professional advice when required. No person attending meetings in an advisory capacity shall have any voting rights.

11.8 To do all other lawful things as are necessary to meet the aims of Exeter Pride

## **12. The Exeter Pride Committee**

12.1 The Exeter Pride Committee will be made up of Trustees of the charity, and members of Exeter Pride appointed by the Trustees to join the committee. Its role is to organise the annual LGBT+ festival, Exeter Pride, and other programmes of events and activity throughout the year. The Exeter Pride Committee may also form working groups with additional specific focus, interest or expertise by a majority vote of the committee.

12.2 The Exeter Pride Committee will be led by the Chair of the Exeter Pride Board of Trustees.

12.3 All Exeter Pride committee members are entitled to vote, but ultimately the trustees will have the casting votes in matters of the group.

12.4 Any member of Exeter Pride over the age of 16 years interested in furthering the work of Exeter Pride, may be a voting member of the Exeter Pride committee.

12.5 Exeter Pride Committee members are entitled to **one** vote per person at every Annual General Meeting and any Special Meetings.

12.6 Exeter Pride Committee may by simple majority of those voting terminate or refuse any person to become a member of Exeter Pride's Committee.

12.7 Any person refused or terminated as a member of Exeter Pride's Committee has the right to be heard by the Trustees, accompanied by another person, before a final decision is made. The final decision of the Trustees is final.

12.8 Once appointed, all Exeter Pride Committee Members will sign a statement of acceptance of their position, confirmation of their alignment with Exeter Pride's Values and Mission statement, and willingness to act for the benefit of the organisation in a prepared statement.

12.9 Exeter Pride Committee will be led by Trustees who will be elected by the membership of Exeter Pride. The Exeter Pride Committee will be entrusted to make day-to-day decisions relating to the Exeter Pride programme during the year, within such controls and guidance as described by the Trustees.

### **13. Appointment of Trustees**

13.1 The membership of the charity in general meeting shall elect the officers and the other trustees. The elected Board of Trustees shall consist of not fewer than 3 Trustees and not more than 12.

13.2 The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 13.5(b) of this clause, they may also appoint trustees to act as officers.

13.3 Each of the trustees shall retire with effect from the conclusion of the annual general meeting four years after their appointment, but shall be eligible for re-election at that annual general meeting.

13.4 Elections should be held for half of the vacant Trustee positions (and not more than 6) at each AGM. In the event that more than 6 trustees have retired in-year, 6 shall be elected for a two-year term, and the remainder for one year, to be decided by drawing lots.

13.5 No-one may be elected a Trustee or an officer at any annual general meeting unless prior to the meeting the charity is given a notice that:

- a) is signed by a member entitled to vote at the meeting;
- b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
- c) is signed by the person who is to be proposed to show their willingness to be appointed.

13.6 The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.

13.7 The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

13.8 A person appointed to the position of Chair shall be considered to have also been elected as a trustee for a new four-year term, even if the person was already a trustee and part-way through an existing term.

13.9 The chair shall retire with effect from the conclusion of the annual general meeting four years after their appointment, but shall be eligible for re-

election at that annual general meeting.

## **14. Powers of Trustees**

14.1 The 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 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 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 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 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;
- j) to do all such other lawful things as are necessary for the achievement of the objects.

14.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

14.3 Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

## **15. Disqualification and removal of Trustees**

15.1 A trustee shall cease to hold office if they:

- a) are disqualified from acting as a trustee by virtue of sections 178 and 179 the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- b) ceases to be a member of the charity;

- c) in the written opinion, given to the charity, of a registered medical practitioner treating that person, have become physically or incapable of acting as a trustee and may remain so for more than three months; resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- d) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months *and* the trustees resolve that their office be vacated.

## **16. Proceedings of Trustees**

- 16.1 The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 16.2 Any trustee may call a meeting of the trustees.
- 16.3 The secretary must call a meeting of the trustees if requested to do so by a trustee.
- 16.4 Questions arising at a meeting must be decided by a majority of votes.
- 16.5 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 16.6 No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- 16.7 The quorum shall be not less than 51% of the total number of trustees, or such larger number as may be decided from time to time by the trustees.
- 16.8 A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- 16.9 The person elected as the Chair shall chair meetings of the trustees.
- 16.10 If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- 16.11 The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to them in writing by the trustees.

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

- 17.1 A charity 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 charity or in any transaction or arrangement entered into by the charity which has not been previously declared;

- b) absent themselves from any discussions of the charity trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest). Any charity trustee absenting 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.

## **18. Saving Provisions**

18.1 Subject to sub-clause (18.2) 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.

18.2 Sub-clause (18.1) of this clause 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 sub-clause (18.1), the resolution would have been void, or if the charity trustee has not complied with clause 17 (Conflicts of interests and conflicts of loyalties).

## **19. Delegation**

19.1 The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.

19.2 The 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 trustees.

19.3 The trustees may revoke or alter a delegation.

19.4 All acts and proceedings of any committees must be fully and promptly reported to the trustees.

## 20. Irregularities in proceedings

20.1 Subject to sub-clause (20.2) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a 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 trustee; and
- e) that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

20.2 Sub-clause (20.1) of this clause does not permit a trustee to keep any benefit that may be conferred upon them by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

20.3 No resolution or act of

- i) the trustees
- ii) any committee of the trustees
- iii) the charity in general meeting

shall be invalidated by reason of the failure to give notice to any 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.

## 21. Minutes

The trustees must keep minutes of all:

- a) the names of the trustees present at the meeting;
- b) the names of other attendees or observers present at the meeting
- c) the decisions made at the meetings; and
- d) where appropriate the reasons for the decisions.

## 22. Accounts, annual report, and annual return

22.1 The 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

22.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions

of such a Statement prepared by another body.

### **23. Registered particulars**

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

### **24. Property**

24.1 The 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.

24.2 The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.

24.3 The trustees may remove the holding trustees at any time.

### **25. Repair and insurance**

The 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.

### **26. Notices**

26.1 Any notice required by this constitution to be given to or by any person must be:

- a) in writing; or
- b) given using electronic communications.

26.2 The charity may give any notice to a member either:

- a) personally; or
- b) by sending it by post in a prepaid envelope addressed to the member at their address; or
- c) by leaving it at the address of the member; or
- d) by giving it using electronic communications to the member's address.

26.3 A member 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.

26.4 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.

## **27. Rules**

27.1 The trustees may from time to time make rules or bye-laws for the conduct of their business.

27.2 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 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 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.

27.3 The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.

27.4 The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.

27.5 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.

27.6 Specific subject areas may be formalised in a dedicated policy document, provided that said document has been approved by a majority vote of the Trustees.

## **28. 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. For further guidance see the



Code of Conduct.

## 29. Interpretation

In this constitution 'connected person' means:

- a) a child, parent, grandchild, grandparent, sibling of the trustee;
- b) the spouse or civil partner of the trustee or of any person falling within sub-clause (a) above;
- c) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (a) or (b) above;
- d) an institution which is controlled -
  - (i) by the trustee 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 charity trustee 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 (d)(i) who, when taken together,
- f) have a substantial interest.
- g) Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.