

**CHESHIRE COUNTY FEDERATION OF YOUNG FARMERS CLUBS
CONSTITUTION**

DATE OF CONSTITUTION:

2024

1. INTERPRETATION

1.1 In this Constitution the following terms shall have the meanings ascribed to them unless the context otherwise requires:

Commission	the Charity Commission
connected person	<p>(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;</p> <p>(b) the spouse or civil partner of the Trustee or of any person falling within clause 1.1(a) above;</p> <p>(c) a person carrying on business in partnership with the Trustee or with any person falling within clauses 1.1(a) or 1.1(b) above;</p> <p>(d) an institution which is controlled:</p> <p style="padding-left: 40px;">(i) by the Trustee or any connected person falling within clause 1.1(a) to 1.1(c) above; or</p> <p style="padding-left: 40px;">(ii) by two or more persons falling within clause 1.1(d)(i), when taken together.</p> <p>(e) a body corporate in which:</p> <p style="padding-left: 40px;">(i) the Trustee or any connected person falling within clause 1.1(a) to 1.1(c) has a substantial interest; or</p> <p style="padding-left: 40px;">(ii) two or more persons falling within clause 1.1(e)(i) who, when taken together, have a substantial interest;</p> <p>and section 118 of the Charities Act 2011 shall apply for the purposes of interpreting the terms used in this Constitution;</p>
General Regulations	the Charitable Incorporated Organisations (General) Regulations 2012;
Dissolution Regulations	the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;
Communications Provisions	the Communications Provisions in Part 9 of the General Regulations;
Trustee	a Trustee of the Federation;
poll	a counted vote or ballot, usually (but not necessarily) in writing

1.2 Headings in this Constitution are used for convenience only and shall not affect the construction or interpretation of this Constitution.

1.3 A reference in this Constitution to a clause is a reference to the relevant clause of this Constitution unless expressly provided otherwise.

- 1.4 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.5 Any phrase introduced by the terms including, include, in particular or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. NAME

The name of the Charitable Incorporated Organisation is Cheshire County Federation of Young Farmers Clubs (**Federation**).

3. NATIONAL LOCATION OF PRINCIPAL OFFICE

The Federation must have a principal office in England or Wales. The principal office of the Federation is in England.

4. OBJECTS

- 4.1 The objects of the Federation are for the public benefit to:-
- (a) advance and promote education in agriculture, home crafts, country life and related subjects; and
 - (b) provide or assist in the provision of facilities in the interests of social welfare for recreation or other leisure time occupation
- in each case for young people in the County of Cheshire with the object of improving their condition of life and assisting in their personal and social development as full members of their local communities.
- 4.2 Nothing in this Constitution shall authorise an application of the property of the Federation for the purposes which are not charitable.

5. POWERS

The Federation has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Federation's powers include power to:

- (a) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Federation must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (b) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) sell, lease or otherwise dispose of all or any part of the property belonging to the Federation. In exercising this power, the Federation must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (d) employ and remunerate such staff as are necessary for carrying out the work of the Federation. The Federation may employ or remunerate a Trustee only to the extent that it is permitted to do so by clause 7 and provided it complies with the conditions of that clause;
- (e) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Federation 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.

6. APPLICATION OF INCOME AND PROPERTY

- 6.1 The income and property of the Federation must be applied solely towards the promotion of the objects save that:-
- (a) a Trustee is entitled to be reimbursed from the property of the Federation or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Federation; and
 - (b) a Trustee may benefit from trustee indemnity insurance cover purchased at the Federation's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.2 None of the income or property of the Federation may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Federation or connected person (as defined in clause 1.1). This does not prevent a member or connected person who is not also a Trustee:
- (a) receiving a benefit from the Federation as a beneficiary of the Federation;
 - (b) buying or receiving goods and/or services from the Federation on reasonable and proper terms;
 - (c) selling goods, services or any interest in land to the Federation on reasonable and proper terms;
 - (d) being employed by, or receiving remuneration from, the Federation on reasonable and proper terms;
 - (e) receiving interest on money lent to the Federation at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
 - (f) receiving rent for premises let by the member or connected person to the Federation. The amount of rent and the other terms of the lease must be reasonable and proper; or
 - (g) taking part in the normal trading and fundraising activities on the same terms as members of the public.
- 6.3 Nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by clause 7.

7. BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

- 7.1 **General provisions** No Trustee or connected person may:

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

unless the payment or benefit is permitted by clause 7.2 or authorised by the court or the prior written consent of the Commission has been obtained. In this clause, a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

- 7.2 **Scope and powers permitting Trustees' or connected persons' benefits** A Trustee or connected person (as defined in clause 1.1) may:-

- (a) receive a benefit from the Federation as a beneficiary of the Federation provided that a majority of the Trustees do not benefit in this way;
- (b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Federation where that is permitted in

accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011;

- (c) receive interest on money lent to the Federation at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- (d) receive rent for premises let by the trustee or connected person to the Federation provided that the amount of the rent and the other terms of the lease are reasonable and proper and the Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
- (e) take part in the normal trading and fundraising activities of the Federation on the same terms as members of the public.

7.3 In clause 5 and clause 6 the Federation includes any company in which the Federation:

- (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.

8. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

8.1 A Trustee must:

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

8.2 Any Trustee absenting himself or herself from any discussions in accordance with clause 8.1 must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

9. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE FEDERATION IF IT IS WOUND UP

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

10. MEMBERSHIP OF THE FEDERATION

10.1 **Eligibility** Membership of the Federation is open to Young Farmers' Clubs which have their headquarters or take their name or title from areas or districts within the County of Cheshire or are otherwise approved by the Trustees and who, by applying for membership, indicate their agreement to become a member and acceptance of the duty of members set out in clause 10.3.

10.2 **Admission procedure** The Trustees:

- (a) may require applications for membership to be made in any reasonable way that they decide;
- (b) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (c) may refuse an application for membership if they believe that it is in the best interests of the Federation for them to do so and, if they decide to refuse an application for membership, shall
 - (i) give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

- (ii) give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.
- 10.3 **Transfer of membership** Membership of the Federation cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the Federation has received written notification of the transfer.
- 10.4 **Duty of members** It is the duty of each member of the Federation to exercise their powers as a member of the Federation in the way they decide in good faith would be most likely to further the purposes of the Federation.
- 10.5 **Termination of membership** Membership of the Federation comes to an end if:
 - (a) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
 - (b) the member sends a notice of resignation to the Trustees; or
 - (c) any sum of money owed by the member to the Federation is not paid in full within six months of its falling due; or
 - (d) the Trustees decide that it is in the best interests of the Federation that the member in question should be removed from membership, and pass a resolution to that effect.
- 10.6 Before the Trustees take any decision to remove someone from membership of the Federation they must:
 - (a) inform the member of the reasons why it is proposed to remove them from membership;
 - (b) give the member at least 21 clear days' notice in which to make representations to the Trustees as to why they should not be removed from membership;
 - (c) at a duly constituted meeting of the Trustees, consider
 - (i) whether or not the member should be removed from membership; and
 - (ii) any representations which the member makes as to why the member should not be removed (and allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses).
- 10.7 **Membership fees** The Federation may require members to pay reasonable membership fees to the Federation.
- 10.8 **Informal or associate (non-voting) membership** The 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. 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 **General provisions** Except for those decisions that must be taken in a particular way as indicated in this clause 11, decisions of the members of the Federation may be taken either by vote at a general meeting as provided in clause 11.2 or by written resolution as provided in clause 11.3.
- 11.2 **Taking ordinary decisions by vote** Subject to clause 11.7, any decision of the members of the Federation may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

- 11.3 **Taking ordinary decisions by written resolution without a general meeting** Subject to clause 11.7, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
- (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (b) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by execution according to the member's usual procedure or in such other manner as the Federation has specified.
- 11.4 A resolution in writing may comprise several copies to which one or more members has signified their agreement and eligibility to vote on the resolution is limited to members who are members of the Federation on the date when the proposal is first circulated in accordance with clause 11.3.
- 11.5 Not less than 10% of the members of the Federation may request the Trustees to make a proposal for decision by the members and the Trustees must within 21 days of receiving such a request comply with it if:
- (a) the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - (b) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - (c) effect can lawfully be given to the proposal if it is so agreed.
- 11.6 Clause 11.4 applies to a proposal made at the request of members.
- 11.7 **Decisions that must be taken in a particular way**
- (a) Any decision to remove a trustee must be taken in accordance with clause 15.1(b) below;
 - (b) Any decision to amend this constitution must be taken in accordance with clause 30 below (Amendment of Constitution);
 - (c) Any decision to wind up or dissolve the Federation must be taken in accordance with clause 31 of this constitution (Voluntary winding up or dissolution);
 - (d) Any decision to amalgamate or transfer the undertaking of the Federation to one or more other Federations must be taken in accordance with the provisions of the Charities Act 2011.
- 12. GENERAL MEETINGS OF MEMBERS**
- 12.1 **Types of general meeting** There must be an annual general meeting (**AGM**) of the members of the Federation. The first AGM must be held within 18 months of the registration of the Federation, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 14. Other general meetings of the members of the Federation may be held at any time. All general meetings must be held in accordance with the following provisions.
- 12.2 **Calling general meetings** The Trustees:
- (a) must call the AGM in accordance with clause 12, and identify it as such in the notice of the meeting;
 - (b) may call any other general meeting of the members at any time;
 - (c) must, within 21 days, call a general meeting of the members of the Federation if:

- (i) they receive a request to do so from at least 10% of the members of the Federation or, if at the time of any such request, there has not been any general meeting of the members of the Federation for more than 12 months, then this clause 12.2(c)(i) shall have effect as if 5% were substituted for 10%; and
 - (ii) 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.
- 12.3 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- 12.4 Any general meeting called by the Trustees at the request of the members of the Federation must be held within 28 days from the date on which it is called. If the 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. 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. The Federation must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Trustees to duly call the meeting, but the Federation shall be entitled to be indemnified by the Trustees who were responsible for such failure.
- 12.5 **Notice of general meetings** The Trustees, or, as the case may be, the relevant members of the Federation, must give at least 14 clear days' notice of any general meeting to all of the members, and to any Trustee of the Federation who is not a member.
- 12.6 Other than 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, if it is agreed by not less than 90% of all members of the Federation, any resolution may be proposed and passed at the meeting even though the requirements of clause 12.5 have not been met.
- 12.7 The notice of any general meeting must:
 - (a) state the time and date of the meeting;
 - (b) give the address at which the meeting is to take place;
 - (c) 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; and
 - (d) if a proposal to alter the constitution of the Federation is to be considered at the meeting, include the text of the proposed alteration;
 - (e) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 24 (Use of electronic communication), details of where the information may be found on the Federation's website.
- 12.8 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent. 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 Federation.
- 12.9 **Chairing of general meetings** The person nominated as chair by the Trustees under clause 20.2, shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Federation who are present at a general meeting shall elect a chair to preside at the meeting.
- 12.10 **Quorum at general meetings** No business may be transacted at any general meeting of the members of the Federation unless a quorum is present when the meeting starts. Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three members. An organisation represented by a person present at the meeting in accordance with

clause 12.15, is counted as being present in person. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed. If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the Federation's members at least seven clear days before the date on which it will resume. If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

- 12.11 **Voting at general meetings** Any decision other than one falling within clause 11.6 (decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote. A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded.
- 12.12 A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll. A poll may be taken: at the meeting at which it was demanded; or at some other time and place specified by the chair; or through the use of postal or electronic communications.
- 12.13 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.
- 12.14 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.
- 12.15 **Representation of members** A member of the Federation that is an organisation (or corporate body) may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the Federation. The representative is entitled to exercise the same powers on behalf of the member as the member could exercise as an individual member of the Federation.
- 12.16 **Adjournment of meetings** The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

13. TRUSTEES

- 13.1 **Functions and duties of Trustee** The Trustees shall manage the affairs of the Federation and may for that purpose exercise all the powers of the Federation. It is the duty of each Trustee:
- (a) to exercise their powers and to perform their functions in their capacity as a trustee of the Federation in the way they decide in good faith would be most likely to further the purposes of the Federation; and
 - (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that they have or holds themselves out as having; and

- (ii) if they act as a Trustee of the Federation 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.

13.2 **Eligibility for trusteeship**

- (a) Every Trustee must be a natural person.
- (b) No individual may be appointed as a Trustee of the Federation:
 - (i) if they are under the age of 16 years; or
 - (ii) if they would automatically cease to hold office under the provisions of clause 16.1(e).
- (c) No one is entitled to act as a Trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the Trustees decide, their acceptance of the office of Trustee.
- (d) At least one of the trustees of the Federation must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the Trustees or appoint a new Trustee.

13.3 **Number of Trustees**

- (a) There must be at least eight Trustees including the Chair, Chairlady, President, Treasurer, and three other elected Trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the Trustees or appoint a new Trustee.
- (b) The maximum number of Trustees is 12. The Trustees may not appoint a Trustee if as a result the number of Trustees would exceed the maximum.

13.4 **First Trustees** The first Trustees are: -

- (a) Frank Andrew Speed (President) (1 year term)
- (b) Thomas James Oulton (Chairman) (1 year term)
- (c) Emily Laura Hamand (Chairlady) (1 year term)
- (d) Amanda Jane Richardson (Treasurer) (2 year term)
- (e) Edward John Gilman (1 year term)
- (f) Sandra Helen Brunt (2 year term)
- (g) John Walter Wright (1 year term)
- (h) Andrew John Sutton (2 year term)
- (i) Sarah Louise Heath (3 year term)
- (j) Jon Furber (3 year term)
- (k) Sally-Ann Chesters (3 year term)

14. **APPOINTMENT OF TRUSTEES AND TERM OF OFFICE**

14.1 **Term of office** Trustees will normally be appointed for the following terms of office:-

- (a) Chair, Chairlady and President for a one year term;
- (b) Treasurer for a two year term; and

- (c) all other Trustees for a three year term
- 14.2 A Trustee shall retire at the end of their term or, where their appointment was not made at an annual general meeting, at the next annual general meeting following the end of their term. Vacancies arising at an annual general meeting 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 clause 14.3.
- 14.3 The members or the Trustees may at any time decide to appoint a new Trustee, whether in place of a Trustee who has retired or been removed in accordance with clause 16 (Retirement and removal of Trustees), or as an additional Trustee, provided that the limit specified in clause 13.3 on the number of Trustees would not as a result be exceeded.
- 14.4 A person so appointed by the members of the Federation shall retire in accordance with the provisions of clause 14.2. A person so appointed by the Trustees shall retire at the conclusion of the annual general meeting next following the date of their appointment.
- 15. INFORMATION FOR NEW TRUSTEES**
- 15.1 The Trustees will make available to each new Trustee, on or before their first appointment:
 - (a) a copy of the current version of this Constitution; and
 - (b) a copy of the Federation's latest Trustees' Annual Report and statement of accounts.
- 16. RETIREMENT AND REMOVAL OF TRUSTEES**
- 16.1 A Trustee ceases to hold office if they:
 - (a) retires by notifying the Federation in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the Trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the Federation, 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;
 - (e) is removed by the members of the Federation in accordance with clause 16.2; or
 - (f) is disqualified from acting as a Trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 16.2 A Trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 12, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- 16.3 A resolution to remove a Trustee in accordance with clause 16.2 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 Federation.
- 17. REAPPOINTMENT OF TRUSTEES**
- Any person retiring as a Trustee is eligible for reappointment save that a Trustee may not serve as a Trustee for more than 9 consecutive years. A Trustee who has served the maximum nine years may be reappointed after an interval of at least three years.

18. TAKING OF DECISIONS BY TRUSTEES

Any decision may be taken either:

- (a) at a meeting of the Trustees;
- (b) by resolution in writing or electronic form agreed by a majority of all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which a majority of all of the Trustees has signified their agreement. Such a resolution shall be effective provided that:
 - (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Trustees; and
 - (ii) the majority of all of the 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 Trustees have previously resolved, and delivered to the Federation at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

19. DELEGATION BY TRUSTEES

- 19.1 The Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions or revoke the delegation.
- 19.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a Trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable;
 - (c) the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

20. MEETINGS AND PROCEEDINGS OF TRUSTEES

- 20.1 **Calling meetings** Any Trustee may call a meeting of the Trustees. Subject to that, the Trustees shall decide how their meetings are to be called, and what notice is required.
- 20.2 **Chairing of meetings** The Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. 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 Trustees present may appoint one of their number to chair that meeting.
- 20.3 **Procedure at meetings**
 - (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two Trustees, or the number nearest to one third of the total number of Trustees, whichever is greater, or such larger number as the Trustees may decide from time to time. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.
 - (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote and in the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 20.4 **Participation in meetings by electronic means**

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

21. SAVING PROVISIONS

21.1 Subject to clause 21.2, all decisions of the 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; or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

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

21.2 Clause 21.1 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, but for clause 21.1, the resolution would have been void, or if the Trustee has not complied with clause 8.

22. SECRETARY

The Trustees may appoint a secretary who will not be a Trustee but who may attend meetings of Trustees and/or members to keep minutes and assist with the day to day operation of the Federation. The secretary will normally be appointed for a term of two years and will be eligible for reappointment.

23. EXECUTION OF DOCUMENTS

23.1 The Federation shall execute documents either by signature or by affixing its seal (if it has one).

23.2 A document is validly executed by signature if it is signed by at least two of the Trustees.

23.3 If the Federation has a seal:

- (a) it must comply with the provisions of the General Regulations; and
- (b) the seal must only be used by the authority of the Trustees or of a committee of Trustees duly authorised by the Trustees. The Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two Trustees.

24. USE OF ELECTRONIC COMMUNICATIONS

24.1 The Federation will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form; and
- (b) any requirements to provide information to the Commission in a particular form or manner.

- 24.2 Any member or Trustee of the Federation may communicate electronically with the Federation to an address specified by the Federation for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Federation.
- 24.3 Any member or Trustee of the Federation, by providing the Federation with their email address or similar, is taken to have agreed to receive communications from the Federation in electronic form at that address, unless the member has indicated to the Federation their unwillingness to receive such communications in that form.
- 24.4 The Trustees may, subject to compliance with any legal requirements, by means of publication on its website:
- (a) provide the members with the notice referred to in clause 12;
 - (b) give Trustees notice of their meetings in accordance with clause 20.1; and
 - (c) submit any proposal to the members or Trustees for decision by written resolution in accordance with the Federation's powers under clause 11.
- 24.5 The Trustees must:
- (a) take reasonable steps to ensure that members and Trustees are promptly notified of the publication of any such notice or proposal; and
 - (b) send any such notice or proposal in hard copy form to any member or Trustee who has not consented to receive communications in electronic form.

25. KEEPING OF REGISTERS

The Federation 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 Trustees.

26. MINUTES

The Trustees must keep minutes of all:

- (a) appointments of officers made by the Trustees;
- (b) proceedings at general meetings of the Federation;
- (c) meetings of the Trustees and committees of Trustees including:
 - (i) the names of the trustees present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions;
- (d) decisions made by the Trustees otherwise than in meetings.

27. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

- 27.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Commission, regardless of the income of the Federation, within 10 months of the financial year end.
- 27.2 The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Federation entered on the Central Register of Charities.

28. RULES

The 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 Federation, but

such rules or bye laws must not be inconsistent with any provision of this Constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Federation on request.

29. DISPUTES

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

30. AMENDMENT OF CONSTITUTION

As provided by sections 224-227 of the Charities Act 2011:

- (a) this Constitution can only be amended:
 - (i) by resolution agreed in writing by all members of the Federation; or
 - (ii) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the Federation;
- (b) any alteration of clause 4, clause 31, this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of the Federation or persons connected with them, requires the prior written consent of the Commission;
- (c) no amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid;
- (d) a copy of any resolution amending the Constitution, together with a copy of the Federation's Constitution as amended must be sent to the Commission within 15 days from the date on which the resolution is passed.

31. VOLUNTARY WINDING UP OR DISSOLUTION

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

- (a) at a general meeting of the members of the Federation called in accordance with clause 12, of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- (b) by a resolution agreed in writing by all members of the Federation.

31.2 Subject to the payment of all the Federation's debts:

- (a) any resolution for the winding up of the Federation, or for the dissolution of the Federation without winding up, may contain a provision directing how any remaining assets of the Federation shall be applied;
- (b) if the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the Federation shall be applied; and
- (c) in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Federation.

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

- (a) the Trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the Federation;
 - (ii) a declaration by the Trustees that any debts and other liabilities of the Federation have been settled or otherwise provided for in full; and
 - (iii) a statement by the Trustees setting out the way in which any property of the Federation has been or is to be applied prior to its dissolution in accordance with this Constitution;
 - (b) the Trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Federation, and to any Trustee of the Federation who was not privy to the application.
- 31.4 If the Federation is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.