

Constitution of The Lancastrian Theatre Organ Trust

PART I

1.0 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.

2.0 Name

The registered name of the Trust is THE LANCASTRIAN THEATRE ORGAN TRUST (and in this document is called the Trust).

3.0 Objects

3.1 To advance the appreciation and knowledge to the public in the art of theatre organ music.

3.2 To acquire and preserve those theatre organs which are of historic and educational value for the benefit of the public.

3.3 In furtherance of the above objects, but not otherwise, the Trust shall

a. Re-install theatre organs for preservation in venues accessible to the public.

b. Utilise the reinstalled organs for the following purposes: -

i. To promote organ concerts of light music and presentations for the benefit of the general public.

ii. To widen the musical interest of the general public by providing demonstrations, concerts, silent movies and other presentations of all types of organ music, both solo and as an accompaniment.

iii. To provide a facility for young organists and technicians to practice and be trained in the art of interpreting light music and the technical aspects of theatre organs.

iv. To encourage education authorities to use the facilities available to assist in widening and improving the musical appreciation of young people.

c. Reserve the right to enter into partnership with theatre organ preservation schemes, but not necessarily to fully promote such schemes.

d. The Trust will hold the complete rights to the use of any organs owned by it and shall make rules governing the use of the organs by any individual. The Trust shall have a written agreement with the owners or operators of any venue where an organ owned by the Trust is installed, such an agreement being signed by the Trustees and management of all parties.

e. The use of any organ for broadcasting or recording shall be negotiated between the Trust and the organisation, corporation or company concerned.

4.0 Application of the Income and Property

4.1 The income and property of the Trust shall be applied solely towards the promotion of the Objects.

4.2 A Trustee may pay out of, or be reimbursed from, the property of the Trust reasonable expenses properly incurred by him or her when acting on behalf of the Trust.

4.3 None of the income or property of the Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Trust. This does not prevent:

a. a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Trust;

b. a Trustee from:

i. buying goods or services from the Trust upon the same terms as other members or members of the public;

ii. receiving a benefit from the Trust in the capacity of a beneficiary of the Trust, provided that the Trustees comply with the provisions of sub clause 4.6 of this clause, or as a member of the Trust and upon the same terms as other members;

c. the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Trust but excluding:

i. fines;

ii. costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty or willful or reckless misconduct of the Trustee or other officer;

iii. Liabilities to the Trust that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Trust or in respect of which the person concerned did not care whether that conduct was in the best interests of the Trust or not.

4.4 No Trustee may be paid or receive any other benefit for being a Trustee.

4.5 A Trustee may:

a. sell goods, services or any interest in land to the Trust;

b. be employed by or receive any remuneration from the Trust;

c. receive any other financial benefit from the Trust, if:

d. he or she is not prevented from so doing by sub-clause (4.4) of this clause; and

e. the benefit is permitted by sub-clause (4.3) of this clause; or

f. the benefit is authorised by the Trustees in accordance with the conditions in sub-clause (4.6) of this clause.

4.6 a. If it is proposed that a Trustee should receive a benefit from the Trust that is not already permitted under sub-clause (4.3) of this clause, he or she must:

i. declare his or her interest in the proposal;

ii. be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;

iii. not be counted in determining whether the meeting is quorate;

iv. not vote on the proposal.

b. In cases covered by sub-clause (4.5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Trust to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

c. The Trustees may only authorise a transaction falling within paragraphs 4.5(a)-(c) of this clause the Trustee body comprises a majority of Trustees who have not received any such benefit.

d. If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Trust the value of any benefit received by the Trustee from the Trust.

4.7 A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Trust and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

4.8 In this Clause 4, "Trustee" shall include any person firm or company connected with the Trustee.

5. Dissolution

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

5.2 The Trustees must collect in all the assets of the Trust and must pay or make provision for all the liabilities of the Trust.

5.3 The Trustees must apply any remaining property or money

a. directly for the Objects;

b. by transfer to any charity with objects the same as or similar to the Trust;

c. in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.

5.4 The members may pass a resolution before or at the same time as the resolution to dissolve the Trust specifying the manner in which the Trustees are to apply the remaining property or assets of the Trust and the Trustees must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in sub-clause (5.3) above.

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

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

6. Amendments

6.1 The Trust 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 Trust cease to be a Trust at law;
- b. no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Trust;
- c. no amendment may be made to clause 4 without the prior written consent 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.

6.2 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.

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

PART 2

7. Membership

7.1 The Trust shall consist of subscribing members in the categories below:

- a. **Ordinary:** An ordinary member becomes a member of the Trust on the payment of the annual fee as determined in d. below and shall have voting rights.
- b. **Associate:** An Associate member is defined as a member who is living at the same address as an ordinary member and as such pays a reduced annual fee, as determined in d. below and shall have voting rights.
- c. **Junior:** Junior membership shall be open to persons under the age of 18 who will pay a fee as determined in d. below but shall not have voting rights.
- d. Subscriptions shall be such sum as shall be determined by the Trustees subject to ratification at an Annual General Meeting. Members, except existing Life Members, shall pay the subscription annually on the anniversary of their acceptance to membership.
- e. Applications for Membership:
 - i. The Applicant must sign an application form for membership of the Trust. No person shall become a member of the Trust until the application has been approved.
 - ii. In the event of an application not being approved, the Trustees, if requested, by the applicant, shall give the reason for non-acceptance in writing.
 - iii. When a person has been elected and has paid their appropriate subscription, he or she shall be a member of the Trust and shall be deemed to have agreed to be bound by these rules.

7.2 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 Trust 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.

7.3 Membership is not transferable to anyone else.

7.4 The Trustees must keep a register of names and addresses of the members, which must be made available to any member upon request.

8. Termination of Membership

Membership is terminated if:

8.1 The member dies or, if it is an organisation, ceases to exist;

8.2 The member resigns by written notice to the Trust unless, after the resignation, there would be less than two members;

8.3 Any sum due from the member to the Trust is not paid in full within 60 days of it falling due;

8.4 the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Trust that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

- a. 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;
- b. the member or, at the option of the member, the member's representative (who need not be a member of the Trust) has been allowed to make representations to the meeting.

9. General meetings

9.1 The Trust must hold a general meeting within twelve months of the date of the adoption of this constitution.

9.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

9.3 All general meetings other than annual general meetings shall be called Special General Meetings.

9.4 The Trustees may call a Special General Meeting at any time.

9.5 The Trustees must call a special general meeting if requested to do so in writing by at least twenty members. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

9.6 The AGM Agenda will comprise the following items:

- a. To receive and, if approved, to adopt the Annual Report and an approved Statement of the accounts to the end of the last preceding financial year prepared in accordance with such of the requirements of the Statement of Recommended Practice entitled "Accounting by Charities" (as from time to time amended) which apply to the Trust.
- b. to elect up to 9 Trustees
- c. to elect a President, Vice Presidents and the Patron.
- i. The Trustees shall recommend a President and Vice-Presidents to the Annual General Meeting for election by the members to hold office until the next Annual General Meeting and who shall then be eligible for re-election.
- ii. Any person of good standing may be selected as a Patron by the Trustees and appointed by the members at an Annual General Meeting.
- d. to elect the Independent Examiner of the Accounts
- e. To deal with any special matter which the Trustees desire to bring before the members and to receive and consider any other relevant business or propositions from the members. The Chairman of the meeting has the right to refuse any such propositions that are not in the best interests of the welfare, future benefit and independence of the Trust or, with the agreement from those present, where insufficient time is available or can be allowed for, a full and frank discussion of the proposition.
- f. A member of the Trust may request an item to be placed on the Agenda of an Annual General Meeting by putting that request in writing to the Trust Secretary at least 48 days prior to the meeting. The Trustees may direct that any resolution that appears to them to be scandalous or vexatious or contrary to the provisions of this constitution or not in the interests of the Trust shall not be placed upon any Agenda or discussed at the meeting.

10. Notice

10.1 The minimum period of notice required to hold any general meeting of the Trust is fourteen clear days from the date on which the notice is deemed to have been given.

10.2 A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

10.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.

10.4 The notice must be given to all the members and to the Trustees.

11. Quorum

11.1 No business shall be transacted at any general meeting unless a quorum is present.

11.2 A quorum is 25 members entitled to vote upon the business to be conducted at the meeting

11.3 The authorised representative of a member organisation shall be counted in the quorum.

11.4 If

- a. a quorum is not present within half an hour from the time appointed for the meeting; or
- b. during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.

11.5 The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

11.6 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12. Chairman

12.1 General meetings shall be chaired by the person who has been elected as Chairman, under the provisions of 18.1.1

12.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.

12.3 If there is only one Trustee present and willing to act, he or she shall chair the meeting.

12.4 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

13. Adjournments

13.1 The members present at a meeting may resolve that the meeting shall be adjourned.

13.2 The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.

13.3 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

13.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

14. Votes

14.1 Each individual member whose subscription is fully paid up to the date of the meeting shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

14.2 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

15. Representatives of Other Bodies

15.1 Any organisation that is a member of the Trust may nominate any person to act as its representative at any meeting of the Trust.

15.2 The organisation must give written notice to the Trust of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Trust. The nominee may continue to represent the organisation until written notice to the contrary is received by the Trust.

15.3 Any notice given to the Trust will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Trust shall not be required to consider whether the nominee has been properly appointed by the Organisation.

16 Trustees

16.1 The Trust and its property shall be managed and administered by a group of member volunteers elected in accordance with this Constitution. The elected members shall be the Trustees of the Trust and in this constitution are together called "the Trustees". It is a requirement of Trustees that they are in a position to take an active role in the aims and objectives of the Trust by accepting responsibility for agreed defined management tasks.

17. The Appointment of Trustees

17.1 The Trustees shall be elected by ballot from eligible members of the Trust.

17.2 A nominee as a Trustee must have been a fully paid up member of the Trust continuously for three years or the nominated representative of an organisation that is a member of the Trust.

17.3 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 19.

17.4 The number of Trustees shall be not less than five with a maximum of nine.

17.5 The first Trustees shall be those persons elected as Trustees at the meeting at which this constitution is adopted.

17.6 A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

17.7 The Trustees will retire from office by rotation after 2 years and may offer themselves for re-election.

The method used to determine which Trustees will retire during the first two years from the introduction of the Constitution, will be determined by the Trustees.

17.8 No-one may be elected a Trustee at any annual general meeting unless prior to the meeting the Secretary has been given at least 21 days notice before the date of the meeting and the notice:

- 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;
- c. is signed by the person who is to be proposed to show his or her willingness to be appointed.

17.9 A person seeking election as a Trustee must provide details to the Secretary of his background and his reasons for wishing to become a Trustee within 21 days in order that the members have sufficient information about the applicant prior to voting.

17.10 The appointment of a Trustee must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.

17.11 The Trustees shall ensure that any prospective Trustee is fully acquainted with the duties of Trustees as determined by the Charity Commission, the Constitution of the Trust and their suitability of being a Trustee.

18. Powers of Trustees

18.1 The Trustees must manage the business of the Trust and have the following powers in order to further the Objects (but not for any other purpose):

18.1.1 The Trustees shall appoint annually:

- i. A Chairman from the elected Trustees.
- ii. A Secretary
- iii. A Treasurer

18.1.2 The Trustees may;

- a. raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- 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 Trust. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
- d. borrow money and to charge the whole or any part of the property belonging to the Trust as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
- e. co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f. establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- g. acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

- h. set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- i. obtain and pay for such goods and services as are necessary for carrying out the work of the Trust;
- j. 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;
- k. The operation of the Trust's Bank Account shall be by four authorised signatories and cheques shall require to be signed by two of the signatories;
- l. do all such other lawful things as are necessary for the achievement of the Objects;

18.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees;

18.3 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.

19. Disqualification and Removal of Trustees.

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

19.1 is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

19.2 ceases to be a member of the Trust;

19.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

19.4 resigns as a Trustee by notice to the Trust (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

19.5 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 his or her office be vacated.

20. Proceedings of Trustees

20.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

20.2 The Trustees shall meet on at least a bi-monthly basis or more frequently if required. Any Trustee may call a meeting of the Trustees.

20.3 The secretary must call a meeting of the Trustees if requested to do so by a Trustee.

20.4 Questions arising at a meeting must be decided by a majority of votes.

20.5 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

20.6 No decision may be made by a meeting of the Trustees unless a quorum is present at the time that the decision is purported to have been made.

20.7 The quorum shall be four or such larger number as may be decided from time to time by the Trustees.

20.8 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.

20.9 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

20.10 The person elected as the Chairman shall chair meetings of the Trustees.

20.11 If the Chairman 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.

20.12 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.

20.13 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees convened and held.

20.14 The resolution in writing may comprise several documents containing the text of the resolution like form each signed by one or more Trustees.

20.15 A meeting of Trustees may be held by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants.

21. Delegation

21.1 The Trustees may delegate any of their powers or functions to a working party comprising of one Trustee and any number of volunteers but the terms of any such delegation must be recorded in the minute book.

21.2 The Trustees may impose conditions when delegating, including the conditions that:

- a. the relevant powers are to be exercised exclusively by the working party to which they delegate;
- b. no expenditure may be incurred on behalf of the Trust except in accordance with a budget previously agreed with the Trustees.

21.3 The Trustees may revoke or alter a delegation.

21.4 All acts and proceedings of any working parties must be fully and promptly reported to the Trustees.

22. Irregularities in Proceedings

22.1 Subject to sub-clause 22.2 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 interest or otherwise.
- if, without:
- i. the vote of that Trustee; and
 - ii. that Trustee being counted in the quorum,
 - iii. the decision has been made by a majority of the Trustees at a quorate meeting.

22.2 Sub-clause 22.1 of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.

22.3 No resolution or act of

- a. the Trustees
- b. any committee of the Trustees
- c. the Trust in general meeting

will 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 Trust,

23. Minutes

The Trustees must keep minutes of all:

- 23.1 appointments of Trustees;
- 23.2 proceedings at meetings of the Trust;
- 23.3 meetings of the Trustees or any Management Committee appointed by the Trustees including:
 - a. the names of the Trustees and any members present at the meeting;
 - b. the decisions made at the meetings; and
 - c. where appropriate the reasons for the decisions.

24. Annual Report and Return and Accounts

24.1 The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

- a. the keeping of accounting records for the Trust up to and including the 31st July of each year;
- b. the preparation of annual statements of account for the Trust;
- c. the transmission of the statements of account to the Trust;
- 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.

24.2 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.

25. Registered particulars

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

26. Property

26.1 The Trustees must ensure the title to:

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

26.2 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 Trust.

26.3 The Trustees may remove the holding Trustees at any time.

27. 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 Trust (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.

28. Notices

28.1 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.

28.2 The Trust 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 his or her address; or
- c. by leaving it at the address of the member; or
- d. by giving it using electronic communications to the member's email address.

28.3 A member who does not register an address with the Trust shall not be entitled to receive any notice from the Trust.

28.4 A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called.

28.5 a. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

28.5 b. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

28.5 c. A notice shall be deemed to be given 96 hours after the envelope containing it was posted or, in the case of an electronic communication, 96 hours after it was sent.

29. Rules

29.1 The Trustees may from time to time make rules or byelaws for the conduct of their business.

29.2 The bye-laws may regulate the following matters but are not restricted to them:

- a. the admission of members of the Trust (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 Trust in relation to one another, and to the Trust's employees and volunteers;
- c. the setting aside of the whole or any part or parts of the Trust'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 Trust 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.

29.3 The Trust in general meeting has the power to alter, or repeal the rules or byelaws.

29.4 The Trustees must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Trust.

29.5 The rules or byelaws shall be binding on all members of the Trust. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

30. Interpretation of these Rules

If there should be any ambiguity or difference of opinion concerning the purport or interpretation of any rule, and to deal with any matter not provided for in these rules, reference shall be made in writing to the Secretary of the Trust who shall refer the matter to the Trustees. The decision of the Trustees shall be binding upon all parties subject to the overriding jurisdiction of the Court in England and Wales.

END

This Constitution was adopted by the members at the Annual General Meeting on the 23rd November 2008.

Amended by the Members at the A.G.M. 19th December 2010

Amended by the members at the Annual General Meeting 19th May 2012