

CONSTITUTION of WESSEX LIBERAL JEWISH COMMUNITY

Constitution adopted on the eleventh (11th) of December 2011

PART 1

1. ADOPTION OF THE CONSTITUTION

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

2. NAME

The association's name is Wessex Liberal Jewish Community (and in this document it is called the charity or the WLJC).

3. OBJECTS The objects of the WLJC are:

3.1 to advance the Jewish religion, for the benefit of the public and in accordance with the Affirmations of Liberal Judaism, and particularly by providing places for religious worship, learning and social activities;

3.2 to promote and encourage religious activities;

3.3 to provide Hebrew and religion classes and other religious educational activities;

3.4 to advance such charitable and community activities as the WLJC may decide.

[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 AND PROPERTY

(see Section 17 for Trustees)

4.1 The income and property of the charity shall be applied solely towards the promotion of the objects.

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

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

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.

5. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

5.1 General provisions

No charity trustee or connected person may:

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

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

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 73A to 73C of the Charities Act 1993.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- (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 2% (or more) per annum below the base rate or 0% whichever is the higher, of a clearing bank to be selected by the charity trustees.

(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 2(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person

supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or

connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard

to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

5.4 In sub-clauses (2) and (3) of this clause:

(a) 'the charity' includes any company in which the charity:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more trustees to the board of the company.

(b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

6. DISSOLUTION

6.1 To dissolve the WLJC, there must be a Special General Meeting, of which members have received at least twenty-one (21) days' notice. A resolution to dissolve the WLJC must be passed by not less than two-thirds of the members present and voting at the meeting. 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;
- (b) by transfer to any charity or charities for purposes the same as or similar to the charity;
- (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance subject to sub-clause (7).

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 The resolution must give instructions for the disposal of the assets held by (or in the name of) the WLJC. After the disposal of assets in accordance with those instructions and after all debts or liabilities of the WLJC have been satisfied, any remaining assets must be transferred:

- a) to other Synagogue(s) or Jewish communities as decided by the Liberal Jewish Movement or its successor, or if not,
- b) to some other charitable purpose.

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 Subject to sub-clause 7 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.

6.7 Sub-clauses (3)(c) and (6) above shall apply if the charity is registered with the Charity Commission.

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 clauses 4 or 5 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.

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. This sub-clause shall apply if the charity is registered with the Charity Commission.

7.4 The Honorary Secretary must receive a resolution for alteration of the Constitution at least twenty-one (21) days before the relevant meeting, so that notice of the meeting and of the resolution can be given as required by clause 10.4.

PART 2

8. MEMBERSHIP

8.1 Full membership of the WLJC is open to all Jewish people, who are aged eighteen (18) or over who want to adhere to Liberal Jewish principles and practices who are approved by the trustees. A Jewish person is one who is accepted as such by Liberal Judaism.

8.2 Associate membership of the WLJC is open to non-Jewish spouses, civil partners and other partners of full members. An associate member counts as a member for the purposes of the burial society and of the charity commission. Associate members do not have a vote.

8.3 Classes of Membership: The Trustees may create or amend classes of

membership and fix the rights duties and privileges applicable.

8.4 Honorary Members: The Trustees may elect any person to be an Honorary Member of the WLJC for a set period of time, or for life. Honorary Members are entitled to

- a) receive notice of and to attend, but not to vote at, General Meetings;
- b) further rights and privileges as agreed by the Trustees.

8.5 A child of a Member: Until the child marries or reaches the age of twenty-one (21), he/she is entitled to all rights of membership, but is not entitled to vote nor to be appointed as a Trustee, unless he/she becomes a Member in his/her own right.

8.6 Applications: A person who wishes to become a Member of the WLJC must apply in such form as the Trustees direct.

8.7 Acceptance: The Trustees will consider and decide on applications for membership at the earliest opportunity.

- 8.8 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.

8.9 Removal: A Member may be deprived of membership and of all rights and privileges of membership, provided that the approved procedure for removing a person from membership is followed:

- (a) At least three quarters of the Trustees must agree to the removal of membership. Reasons must be given to the removed member in writing within 7 days of the decision;
- (b) The removed member can appeal against the decision within 7 days of being given the written reason. Any appeal must be in writing to a designated Trustee;
- (c) The Trustees, acting reasonably and properly, consider it to be in the best interests of the charity.

Any person whose membership is terminated under the provisions of this clause has no claim to refund of any unexpired part of his/her subscription.

8.10 Membership is not transferable to anyone else.

8.11 The trustees must keep a register of names and addresses of the members which must be made available to any member upon request and with permission of the members whose names and addresses are made available.

8.12 Subscriptions

(a) Scale of Subscriptions: The Trustees will from time to time set a scale of subscriptions for membership of the WLJC. The Trustees may vary the subscription at any time for the then current year. Addition or amendment of a levy will require approval by a resolution passed at a General Meeting in accordance with sub-clause 10.4.

(b) Reduced Subscriptions: The Trustees may agree to accept from any Member a reduced subscription on condition that it will be subject to a review on at least an annual basis. No refusal will be made on grounds of inability to pay.

(c) Payment of Subscriptions:

Subscriptions to the WLJC are payable in advance of the period covered by the subscription. The Trustees have discretion to accept payment by instalments.

The request for subscriptions to members will be clear what period is covered by the subscription. The Trustees have discretion to reduce the subscription for Members joining part way through the subscription period.

9. TERMINATION OF MEMBERSHIP

Membership is terminated if:

- (1) the member dies
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity 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 charity) has been allowed to make representations to the meeting;
 - (c) at least three quarters of the Trustees agree to the removal of membership.

Any person whose membership is terminated under the provisions of this clause has no claim to refund of any unexpired part of his/her subscription.

10. GENERAL MEETINGS

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

10.2 An annual general meeting must be held in each subsequent year between first March and fifteenth July (1st March – 15th July) inclusive.

10.3 All general meetings other than annual general meetings shall be called special general meetings.

10.4 A Special Meeting may be called at any time by the Council or by written request of at least twenty (20) Members. In either case, the purpose of the meeting and proposed resolutions must be submitted to the Hon Secretary giving notice of at least thirty (30) days of the meeting. The Hon Secretary must notify all Members giving notice of at least twenty-one (21) days.

10.5 If the trustees fail to hold the meeting within thirty-five (35) 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.

11. NOTICE

11.1 The minimum period of notice required to hold any general meeting of the charity is thirty (30) calendar days from the date on which the notice is deemed to have been given.

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

11.3 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.

11.4 The notice must be given to all the members and to the trustees.

12. QUORUM

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

12.2 A meeting will be quorate if:

(a) Ten (10) members entitled to vote upon the business to be conducted at the meeting; or

(b) 15% of the total membership

whichever is the greater.

12.3 A quorum will include members either physically present or deemed by the Chair to be present through electronic or other methods of inclusion in real time.

12.4 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.

12.5 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.

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

13. CHAIR

13.1 General meetings shall be chaired by the person who has been elected as Chair.

13.2 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.

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

13.4 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.

13.5 Procedure: The Chair of the Meeting will determine the procedure at General Meetings, subject to the provisions of this Constitution.

14. ADJOURNMENTS

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

14.2 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.

14.3 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.

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

15. VOTES AND RESOLUTIONS

15.1 Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have. A resolution may be carried by a simple majority of votes cast. However, resolutions with significant financial implications (as determined by the Trustees) require a two-thirds majority of votes cast.

15.2 Method of Voting: At any meeting a resolution or election put to the vote will be decided by a show of hands of those present and entitled to vote, unless the Trustees decide otherwise.

15.3 Voting will be in person and, for elections of Trustees, email/postal voting will also be available in circumstances where a member cannot attend the AGM .

15.4 Resolutions at the AGM: Any person entitled to vote at an AGM may submit a resolution to that meeting, provided that:

- a) notice of the resolution is provided in writing to the Honorary Secretary at least twenty-one (21) days prior to the AGM;
- b) the notice sets out the resolution and is signed by the proposer and seconder;
- c) the proposer, or a representative of his/her choice, is present at the AGM to present the resolution.

15.5 Notification of Resolutions to Members: The Honorary Secretary will send a copy of all submitted resolutions to each Member:

- a) in the case of an AGM, at least fourteen (14) days before the meeting;
- b) in the case of a Special Meeting, if impossible to do so seven (7) days before, then at least two (2) days before the relevant meeting.

15.6 Amendments to Resolutions: Any Member present and entitled to vote may submit an amendment to any resolution that has been proposed. It will be for the Chair to decide whether the amendment can be accepted.

16. APPOINTMENT OF A MINISTER AND RELIGIOUS WORSHIP

16.1 Any decision to appoint a Minister as an employee of WLJC, whether full or part time, must be approved by at least two thirds of the general membership.

16.2 The recruitment and terms of employment of a Minister will be decided by the Council, with appropriate guidance from Liberal Judaism or its successor.

16.3 Religious Services will be held on those Sabbaths, Holy days, and on such other occasions as the Council may direct or approve. Every service shall be performed partly in Hebrew and partly in English and follow the Liberal Judaism prayer books.

17. OFFICERS AND TRUSTEES

17.1 The charity and its property shall be managed and administered by a committee (called the Council) comprising the honorary officers and other members elected in accordance with this constitution. The honorary officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called 'the trustees'.

17.2 Honorary Officers: There shall be four honorary officers, namely a Chair, Honorary Treasurer, Honorary Secretary and Membership Officer. Other honorary officers may be appointed from time to time including a Funeral Secretary and Minutes Secretary, the latter either for a year or on a meeting by meeting basis.

17.3 A trustee must be a fully paid up member of WLJC and have been so for a minimum of 3 months.

17.4 No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20.

17.5 a. The Council will comprise a minimum of four members and a maximum of seven elected members to include the Honorary Officers.

17.5 b. Additionally the council may co-opt a further 2 members bringing the total to a maximum of 9.

17.6 The first trustees (including officers) are those persons elected as trustees and officers at the general meeting of 30 June 2011.

17.7 A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

18. APPOINTMENT OF TRUSTEES

18.1 The charity in general meeting shall elect the officers and the other trustees.

18.2 Cooption: The trustees may appoint any person who is willing to act as a

trustee. Subject to sub-clause 18.5(b) they may also appoint trustees to act as officers.

18.3 Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

18.4 A candidate for election as an Honorary Officer or Member of the Council will be:

- a) an eligible Member of the WLJC;
- b) nominated by at least one eligible Member;

and will have

- c) given his/her prior consent to the Honorary Secretary to serve if elected.

A nomination form will accompany the notice of each AGM. Nominations must reach the Honorary Secretary at least seven (7) days before the election date.

18.5 (a) 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.

(b) 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.

18.6 Where the number of candidates for office does not exceed the number of vacancies, all candidates will be declared duly elected. Where the number of candidates exceeds the number of vacancies, a ballot will be held. The vacancies will be filled by those candidates obtaining the largest number of votes, who will be declared duly elected. A ballot paper will be declared void if it includes more than one vote for a single candidate, or the number of votes on the paper exceeds the number of vacancies.

19. POWERS OF TRUSTEES

19.1 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 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

- (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 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, 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;
- (k) to do all such other lawful things as are necessary for the achievement of the objects.

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

19.3 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.

20. DISQUALIFICATION AND REMOVAL OF TRUSTEES

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

- (1) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) 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
- (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.

21. PROCEEDINGS OF TRUSTEES AND COUNCIL

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

21.2 The Council will meet at least 4 times per year. Any trustee may call a meeting of the Council.

21.3 The secretary must call a meeting of the council if requested to do so by a trustee.

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

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

21.6 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.

21.7 A quorum will be 4 people where the total number of Council members is 7 or less; a quorum will be 5 people where the total number of Council members is 8 or more.

21.8 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.

21.9 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.

21.10 The person elected as the Chair shall chair meetings of the trustees.

21.11 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.

21.12 Duties: the Council will manage the WLJC in accordance with this Constitution.

21.13 The Chair will produce an agenda at least 7 days before each meeting. The Chair will be responsible for circulating minutes of each meeting within 28 days of the meeting minuted.

21.14 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.

21.15 A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee 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 or (as the case may be) a committee of trustees duly convened and held.

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

21.17 Clauses 12.15 and 12.16 shall be deemed to be complied with if emails or agreed electronic communications are substituted for signatures.

21.18 Indemnity. As long as they act honestly and in good faith, all Trustees, whether charity Trustees or Real Property Trustees, will not be liable for any losses to the charity due to:

- a) investments which have been made in accordance with professional advice,
- b) the negligence or fraud of an agent or contractor who has been reasonably selected, employed and supervised on work for the charity,
- c) any mistake or omission made by the Trustees.

The WLJC may take out insurance to protect Trustees from any personal liability.

21.19 Constitution at Meetings: A copy of this Constitution will be available at all meetings of the Council and Special and General Meetings of the Members.

22. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

23. SAVING PROVISIONS

23.1 Subject to sub-clause 23.2, 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.

23.2 Sub-clause 23.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause 23.1, the resolution would have been void, or if the charity trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24. DELEGATION

24.1 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.

24.2 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.

24.3 The trustees may revoke or alter a delegation.

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

25. IRREGULARITIES IN PROCEEDINGS

25.1 Subject to sub-clause 25.2, 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.

25.2 Sub-clause 25.1 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.

25.3 No resolution or act of

(a) the trustees

(b) any committee of the trustees

(c) 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.

26. MINUTES

The trustees must keep minutes of all:

(1) appointments of officers and trustees made by the trustees;

(2) proceedings at meetings of the charity;

(3) meetings of the trustees and committees of trustees including:

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

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

27. ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN AND FINANCIAL GOVERNANCE

27.1 The trustees must comply with their obligations under the Charities Act 1993 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.

27.2 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.

27.3 All cheques and payment instructions drawn on the WLJC's bank or investment accounts must be signed or made jointly by two (2) unrelated signatories authorised by the Council.

28. REGISTERED PARTICULARS

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

29. PROPERTY

29.1 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.

29.2 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.

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

30. 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.

31. NOTICES

31.1 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.

32.2 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 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 address.

31.3 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.

31.4 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.

31.5 (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
(b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
(c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

32. RULES

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

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

- (a) the admission of members of the charity 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.

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

32.4 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.

32.5 The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

33. DISPUTES

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

34. INTERPRETATION

In this constitution ‘connected person’ means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within paragraph (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within paragraph (1) or (2) above;
- (4) an institution which is controlled –
 - (a) by the trustee or any connected person falling within paragraph (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-paragraph (4) (a), when taken together
- (5) a body corporate in which –
 - (a) the charity trustee or any connected person falling within paragraphs (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-paragraph (5)(a) who, when taken together, have a substantial interest.
- (6) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this clause.

Signatures

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