



# The Jewish Genealogical Society of Great Britain

## CONSTITUTION

*Adopted at the Annual General Meeting of 20 May 2012*

*And amended with the addition of Clause 32A at the Annual General Meeting of 15  
September 2020*

### 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 The Jewish Genealogical Society of Great Britain (and in this document it is called the charity).

#### 3. ADMINISTRATION

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Council, constituted by clause 19 of this constitution ("Council")

#### 4. OBJECTS

The charity's objects ('the objects') are to promote and encourage the study and research into Jewish Genealogy.

#### 5. APPLICATION OF INCOME AND PROPERTY

1. The income and property of the charity shall be applied solely towards the promotion of the objects.
  - a. A Council member 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 Council member may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
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 Council member 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.

#### 6. BENEFITS AND PAYMENTS TO COUNCIL MEMBERS AND CONNECTED PERSONS

##### 1. GENERAL PROVISIONS

No Council member 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 authorized 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.
2. SCOPE AND POWERS PERMITTING COUNCIL MEMBERS OR CONNECTED PERSONS' BENEFITS
- a. A Council member 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 Council do not benefit in this way.
  - b. A Council member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
  - c. Subject to sub-clause 3. of this clause a Council member or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the Council member or connected person.
  - d. A Council member 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 of a clearing bank to be selected by the Council members.
  - e. A Council member or connected person may receive rent for premises let by the Council member or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Council member 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 Council member 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.
3. PAYMENT FOR SUPPLY OF GOODS ONLY – CONTROLS
- The charity and its Council members 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 Council member 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 Council members 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 Council member or connected person. In reaching that decision the Council members must balance the advantage of contracting with a Council member 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 the Council members is present at the meeting.
  - f. The reason for their decision is recorded by the Council in the minute book.
  - g. A majority of the Council members then in office are not in receipt of remuneration or payments authorized by clause 6.

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 36 (Interpretation).

## **7. DISSOLUTION**

1. If the members resolve to dissolve the charity the Council will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
2. The Council members must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
3. The Council members 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.
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 Council members are to apply the remaining property or assets of the charity and the Council members must comply with the resolution if it is consistent with paragraphs a.-c. inclusive in sub-clause 3. above.
5. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
6. The Council members must notify the Commission promptly that the charity has been dissolved. If the Council members 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.

## **8. AMENDMENT OF CONSTITUTION**

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 6 or 7 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.
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.
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**

### **9. MEMBERSHIP**

1. Membership is open to individuals and organizations approved by the Council, who are interested in furthering the work of the charity and who have paid any subscription laid down from time to time by the Council.
2.
  - a. The Council 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 Council must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.
  - c. The Council must consider any written representations the applicant may make about the decision. The Council's decision following any written representations must be notified to the applicant in writing but shall be final.
3. Membership is not transferable to anyone else.
4. The Council must keep a register of names and addresses of the members which must be made available to any member upon request.
5. The annual subscriptions shall be due on 1st January each year or on such other date as may from time to time be fixed by Council.

### **10. TERMINATION OF MEMBERSHIP**

Membership is terminated if:

1. The member dies or, if it is an organization, ceases to exist;
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 three months of it falling due;
4. The member is removed from membership by a resolution of the Council 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 Council 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.

### **11. GENERAL MEETINGS**

1. The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
2. An annual general meeting must be held in each subsequent year in the month of April or May or as soon as practicable thereafter, but not more than fifteen months may elapse between successive annual general meetings.
3. All general meetings other than annual general meetings shall be called special general meetings.
4. The Council may call a special general meeting at any time.
5. The Council must call a special general meeting if requested to do so in writing by at least ten members or one twentieth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Council fails 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.

## **12. NOTICE**

1. The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
2. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
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.
4. The notice must be given to all the members and to the Council.

## **13. QUORUM**

1. No business shall be transacted at any general meeting unless a quorum is present.
2. A quorum is:
  - a. Fifteen members entitled to vote upon the business to be conducted at the meeting; or
  - b. one twentieth of the total membership at the time, whichever is the greater.
3. The authorised representative of a member organization shall be counted in the quorum.
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 Council shall determine.
5. The Council 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.
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.

## **14. CHAIRMAN**

1. All General meetings shall be chaired by the President, or failing the President, one of the Vice-Presidents.
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 Council member nominated by the Council shall chair the meeting.
3. If there is only one Council member present and willing to act, he or she shall chair the meeting.
4. If no Council member 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.

## **15. ADJOURNMENTS**

1. The members present at a meeting may resolve that the meeting shall be adjourned.
2. The person who is chairing the meeting must decide that the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
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.
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.

## **16. VOTES**

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.

## **17. REPRESENTATIVES OF OTHER BODIES**

1. Any organization that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
2. The organization must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organization at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organization until written notice to the contrary is received by the charity.
3. Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organization or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organization.

## **18. PRESIDENT AND VICE-PRESIDENTS**

The Charity may elect a President and up to a maximum of two Vice-Presidents who shall be aged eighteen or over and shall not be members of Council. The President shall hold office for three years and be eligible for re-election. The Vice-Presidents shall hold office for three years and after a further period of three years be eligible for re-election. The notice convening the annual general meeting shall invite members of the Charity to nominate persons to fill the post of Vice-President for consideration by Council. Any such nomination must be signed by at least three members and accompanied by a written acceptance of nomination by the proposed candidate and received by the Secretary within ten days of the issue of the notice convening the annual general meeting. The Secretary shall give to the membership the names of the persons nominated by the Council to fill the posts of President and Vice-President at least seven days before the annual general meeting.

## **19. THE COUNCIL**

1. The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution and shall be aged eighteen or more. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called the Council
2. The Charity shall have the following officers:
  - a. A chairman
  - b. A secretary,
  - c. A treasurer.
3. The Council shall consist of not less than six members and not more than fourteen being
  - a. The honorary officers specified in clause 19.2.
  - b. not less than three and not more than eleven members elected at an annual general meeting who shall hold office for a term of two years from the conclusion of that meeting.
4. A Council member must be a member of the charity or the nominated representative of an organization that is a member of the charity.
5. No one may be appointed a Council member if he or she would be disqualified from acting under the provisions of clause 22.
6. A Council member may not appoint anyone to act on his or her behalf at meetings of the Council.

## **20. APPOINTMENT OF COUNCIL**

1. The charity in general meeting shall elect the officers and the other Council members.
2. The Council may appoint any person who is willing to act as a Council member. Subject to sub-clause 5b. of this clause, they may also appoint Council members to act as officers.
3. Each of the officers shall retire with effect from the conclusion of the annual general meeting next after his or her appointment. The remaining Council members shall retire from office at the end of the second annual general meeting next after the date on which they came into office except where they have been appointed by Council in accordance with clause 20 sub-clause 2. when they shall retire from office at the end of the annual general meeting next after the date on which they came into office. Any retiring member of Council shall be eligible for re-election or re-appointment.
4. No-one may be elected an officer or a member of Council at any annual general meeting unless prior to the meeting the charity is given a notice that:
  - a. Is signed by a member entitled to vote at the meeting;
  - b. States the member's intention to propose the appointment of a person as an officer or member of Council;
  - c. Is signed by the person who is to be proposed to show his or her willingness to be appointed.
5.
  - a. The appointment of a member of Council, whether by the charity in general meeting or by the other Council members, must not cause the number of Council members to exceed any number fixed in accordance with this constitution as the maximum number of Council members.
  - b. The Council 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.

## **21. POWERS OF COUNCIL**

1. The Council 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 Council 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 Council must comply as appropriate with sections 117 - 122 of the Charities Act 2011.
  - d. To borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The Council must comply as appropriate with sections 124 -126 of the Charities Act 2011 if they intend to mortgage land;
  - e. To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - f. To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
  - g. To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
  - h. To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - i. To obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
  - j. To open and operate such bank and other accounts as the Council 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 arrange and hold lectures, meetings and conferences and to create facilities;
  - l. To arrange publication of a journal and other literature relevant to the objects;
  - m. To employ such staff (who shall not be members of the Council) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
  - n. To do all such other lawful things as are necessary for the achievement of the objects.
2. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Council.
  3. Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

## **22. DISQUALIFICATION AND REMOVAL OF COUNCIL**

A Council member shall cease to hold office if he or she:

1. Is disqualified from acting as a Council member by virtue of sections 178 and 179 of the Charities Act 2011 (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 Council member by notice to the charity (but only if at least two Council members will remain in office when the notice of resignation is to take effect); or
5. Is absent without the permission of the Council members from all their meetings held within a period of six consecutive months and the Council resolve that his or her office be vacated.

## **23. PROCEEDINGS OF COUNCIL**

1. The Council may regulate their proceedings as they think fit, subject to the provisions of this constitution.
2. Any Council member may call a meeting of the Council.
3. The secretary must call a meeting of the Council if requested to do so by a Council member upon not less than four days notice being given to the other members of the Council of the matters to be discussed.
4. Questions arising at a meeting must be decided by a majority of votes.
5. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
6. No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made.
7. The quorum shall be two or the number nearest to one-third of the total number of Council members, whichever is the greater or such larger number as may be decided from time to time by the Council.
8. A Council member shall not be counted in the quorum present when any decision is made about a matter upon which that Council member is not entitled to vote.
9. If the number of Council members is less than the number fixed as the quorum, the continuing Council members or member may act only for the purpose of filling vacancies or of calling a general meeting.
10. The person elected as the Chairman shall chair meetings of the Council.
11. If the Chairman is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Council members present may appoint one of their number to chair that meeting.

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

#### **24. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

A Council member 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 Council 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 Council member 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 Council on the matter.

#### **25. SAVING PROVISIONS**

1. Subject to sub-clause 2. of this clause, all decisions of the Council, or of a committee of the Council, shall be valid notwithstanding the participation in any vote of a Council member:
  - 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 Council member and that Council member being counted in the quorum, the decision has been made by a majority of the Council at a quorate meeting.

2. Sub-clause 1. of this clause does not permit a Council member to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a committee of the Council if, but for sub-clause 1., the resolution would have been void, or if the Council member has not complied with clause 24 (Conflicts of interests and conflicts of loyalties).

#### **26. DELEGATION**

1. The Council may delegate any of their powers or functions to a committee of two or more including one Council member, but the terms of any such delegation must be recorded in the minute book.
2. The Council 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 Council.
3. The Council may revoke or alter a delegation.
4. All acts and proceedings of any committees must be fully and promptly reported to the Council.

#### **27. IRREGULARITIES IN PROCEEDINGS**

1. Subject to sub-clause 2. of this clause, all acts done by a meeting of Council, or of a committee of Council, shall be valid notwithstanding the participation in any vote of a Council member:
  - 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 Council member; and
- e. That member being counted in the quorum,

The decision has been made by a majority of the Council at a quorate meeting.

- 2. Sub-clause 1. of this clause does not permit a Council member to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a committee of Council if the resolution would otherwise have been void.
- 3. No resolution or act of
  - a. The Council
  - b. Any committee of the Council
  - c. The charity in general meeting

shall be invalidated, by reason of the failure, to give notice to any Council member or member of the charity 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.

## **28. MINUTES**

The Council must keep minutes of all:

- 1. Appointments of officers and Council members made by the Council;
- 2. Proceedings at meetings of the charity;
- 3. Meetings of the Council and committees of the Council including:
  - a. The names of the members present at the meeting;
  - b. The decisions made at the meetings; and
  - c. Where appropriate the reasons for the decisions.

## **29. ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN**

- 1. The Council must comply with their obligations under the Charities Act 2011 with regard to:
  - a. The keeping of accounting records for the charity;
  - b. The preparation of annual statements of account for the charity;
  - c. The transmission of the statements of account to the Commission;
  - d. The preparation of an Annual Report and its transmission to the Commission;
  - e. The preparation of an Annual Return and its transmission to the Commission.
- 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.
- 3. The financial year of the Society shall begin on 1st January and end on 31st December.

## **30. REGISTERED PARTICULARS**

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

## **31. PROPERTY**

- 1. The Council 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.
2. The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Council 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.
  3. The Council may remove the holding trustees at any time.

### **32. REPAIR AND INSURANCE**

The Council 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.

### **32A. PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS**

- (a) A meeting may be held by suitable electronic means agreed by Council in which each participant may communicate with all the other participants.
- (b) Any member participating at a meeting by suitable electronic means agreed by Council 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.

### **33. NOTICES**

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.
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.
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.
4. A member who has elected to receive notices and the annual report and accounts by electronic communication shall still be entitled upon request to receive a printed copy of the annual report and accounts of the charity,
5. 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.
6.
  - 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.

### **34. RULES**

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

2. The bye-laws may regulate the following matters but are not restricted to them:
  - a. The admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members.
  - b. The conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - c. The setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - d. the procedure at general meeting and meetings of the Council 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. The procedure for dealing with a situation when it becomes necessary to take a decision on some matter urgently that cannot wait until the next meeting of the Council or of a Council Committee;
  - g. The procedure for allowing members associated with the operation of the charity to sign cheques and other orders in relation to the charity's bank accounts providing these activities are managed to avoid fraud.
  - h. Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
3. The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
4. The Council must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
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.

### **35. 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.

### **36. INTERPRETATION**

In this constitution 'connected person' means:

1. A child, parent, grandchild, grandparent, brother or sister of the Council member;
2. The spouse or civil partner of the Council member of any person falling within paragraph 1. above;
3. A person carrying on business in partnership with the Council member or with any person falling within paragraph 1. or 2. above;
4. An institution which is controlled –
  - a. By the Council member 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 Council member 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. Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.