



SHEPHERD+ WEDDERBURN

THE CHARITIES AND TRUSTEE INVESTMENT (SCOTLAND)
ACT 2005

SCOTTISH CHARITABLE INCORPORATED ORGANISATION

CONSTITUTION
of
MORHAM VILLAGE HALL

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2015

THE CHARITIES AND TRUSTEE INVESTMENT (SCOTLAND) ACT 2005

SCOTTISH CHARITABLE INCORPORATED ORGANISATION

CONSTITUTION

of

MORHAM VILLAGE HALL

INTERPRETATION

1. In this Constitution:-

“the Act” shall mean the Charities and Trustee Investment (Scotland) Act 2005;

“Area of Benefit” means the Parish of Morham, East Lothian comprising the farms of Northrig, Standingstone, Mainshill, Morham Mains, Rentonhall, West Morham & Morham Bank and all the houses and cottages thereon and in between and also including the adjoining farm of Whitelaw (and the houses and cottages thereon);

“Charitable Purpose” means a charitable purpose specified in section 7 of the Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

“charity” means a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to Charitable Purposes;

“Clause” shall mean one of the numbered provisions of the Constitution of the Hall;

“Clear Days” mean, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and also excluding the day for which it is given or on which it is to take effect;

“Committee” means the board of Trustees of the Hall;

“Communication” shall have the meaning given to that term in section 15 of the Electronic Communications Act 2000;

“Connected Person” means a person who is connected to a Trustee and ‘connected’ shall mean the same as in Section 68 (2) of the Act;

“Constitution” the entire provisions of the governing instrument of the Hall from time to time in force;

“Electronic Address” means any number or address used for the purpose of an Electronic Communication;

“Electronic Communication” shall have the meaning given to that term in section 15 of the Electronic Communications Act 2000;

“the Hall” means the charitable organisation formed and regulated by this Constitution;

“Members” means the members of the Hall for the time being and “Member” shall mean one of them;

“Office” means the principal office of the Hall from time to time;

"Principal Objects" means the objects for which the Hall is established as set out in Clause 7;

"Scottish Charity Register" means the public register of charities as created by Section 3 of the Act and maintained and regulated by the Office of the Scottish Charity Regulator ("OSCR");

"SCIO" means a Scottish Charitable Incorporated Organisation constituted under Chapter 7 of the Act;

"Taxes Acts" means the Income & Corporation Taxes Act 1988, the Income Tax (Earnings and Pensions) Act 2003, the Income Tax (Trading & Other Income) Act 2005 and the Income Tax Act 2007 including any statutory modification or reenactment thereof for the time being in force;

"Trustees" shall mean the trustees of the Hall for the time being and "Trustee" shall mean any one of them;

"United Kingdom" shall mean the United Kingdom of Great Britain and Northern Ireland; and

"Working Day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in Scotland.

2. In this Constitution, unless inconsistent with the subject or contents:-
 - 2.1. the expression "**executed**" and other such cognate expressions include any valid mode of execution;
 - 2.2. the expression "**in writing**" means written, printed, typewritten or lithographed and other modes of representing or reproducing words in a visible form;
 - 2.3. words importing the singular number only shall include the plural number and *vice versa*;
 - 2.4. words importing the masculine gender only shall include the feminine gender;
 - 2.5. words importing persons shall include corporations;
 - 2.6. subject as aforesaid, any words or expression defined in the Act or any statutory modification thereof in force at the date on which this Constitution becomes binding on the Hall shall bear the same meanings in this Constitution; and
 - 2.7. any reference to any statute or statutory provision shall include a reference to any statute or statutory provision which amends, extends, consolidates or replaces the same (save to the extent that any amendment, extension, consolidation or replacement would impose more onerous obligations on any party than otherwise exist at the date hereof) and shall include any orders, regulations, instruments or other subordinate legislation made under the relevant statute or statutory provision.

NAME

3. The name of the Hall is "Morham Village Hall"

PRINCIPAL OFFICE

4. The Office of the Hall will be at Morham Village Hall, Morham, EH41 4LQ, East Lothian, Scotland.

LIABILITY OF MEMBERS

5. The Members have no liability to pay any sums to meet the debts (or other liabilities) of the Hall in whole or in part if it is wound up.
6. The Members and the Trustees have certain legal duties under the Act and Clause 5 does not exclude (or limit) any personal liabilities the Members and/or the Trustees might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

OBJECTS

7. The Hall is established for charitable objects and purposes only and, in particular, the Hall is established for the purpose of benefiting the community in the Area of Benefit by:-
 - 7.1. the provision of recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the persons within the Area of Benefit; and
 - 7.2. the advancement of citizenship or community development
8. The Hall may do anything which is calculated to further its Principal Objects or as may be incidental or conducive to furthering its Principal Objects or any of them including, but not limited to, any of the following:-
 - 8.1. obtaining, collecting and receiving money and funds by way of contributions, donations, legacies, grants and any other lawful method, and accepting and receiving gifts of property of any description (whether subject to any special conditions or trusts or not); and
 - 8.2. arranging and providing for or joining in arranging and providing for the holding of exhibitions, meeting, lectures and classes.
9. The income and property of the Hall shall be applied solely towards the promotion of the Principal Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Hall **PROVIDED THAT** nothing herein shall prevent any payment in good faith by the Hall:
 - 9.1. of reasonable and proper remuneration to any Member, officer or servant of the Hall for any services rendered to the Hall, or any Trustee of the Hall who is employed by the Hall in an administrative or technical capacity, or being a person engaged in any profession, of all usual professional or other charges for work done by him or his firm when instructed by his co-Trustees so to act in that capacity on behalf of the Hall, **PROVIDED THAT**
 - 9.1.1. such remuneration is not for services solely rendered to the Hall in the capacity of Trustee;
 - 9.1.2. the Committee shall at all times comprise a majority of non-remunerated Trustees; and
 - 9.1.3. payment of such remuneration complies with the terms of Sections 67 and 68 of the Act
 - 9.2. of interest on money lent by any Member or Trustee at a rate per annum not exceeding Two per centum less than base lending rate for the time being prescribed by the Bank of Scotland or Three per centum whichever is the greater;
 - 9.3. of reasonable and proper rent for premises let by any Member or Trustee;
 - 9.4. of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than a one-hundredth part of the capital thereof; and

- 9.5. to any Trustee of “out of pocket” expenses.

STRUCTURE

10. The structure of the Hall consists of:-
- 10.1. the Members – who have the right to attend members’ meetings (including any annual general meeting) and have important powers under the Constitution; in particular, the Members appoint people to serve on the Committee and take decisions on changes to the Constitution itself; and
- 10.2. the Committee – who hold regular meetings and generally control the activities of the Hall; for example, the Committee is responsible for monitoring and controlling the financial position of the Hall.

MEMBERS

11. Such persons as are admitted to membership in accordance with the Constitution shall be the Members. No person shall be admitted as a Member unless he is approved by the Committee declaring that the Hall shall not at any time have less than two Members.
12. Membership is open to any individual aged 18 or over and who lives in the Area of Benefit.
13. Any individual who desires to be admitted to membership of the Hall must sign or have signed on his behalf and deliver to the Hall an application for admission framed in such terms as the Hall may require and shall so consent in writing to be a Member. The Committee shall be entitled to refuse to admit any individual to membership of the Hall if in their opinion, acting reasonably, the admission of that individual to the membership of the Hall would be likely to prejudice significantly the reputation and good standing of the Hall or would be likely to lead to significant disruption to the efficient conduct of a Members’ meeting of the Hall. The Committee must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit that applicant to membership.
14. The Committee must keep a register of Members setting out:-
- 14.1. For each current Member:-
- 14.1.1. their full name and address; and
- 14.1.2. the date on which they were registered as a Member of the Hall.
- 14.2. For each former Member, for at least six years from the date on which they ceased to be a Member:-
- 14.2.1. their name; and
- 14.2.2. the date on which they ceased to be a Member.
15. The Committee must ensure that the register of Members is updated within 28 days of any change which:
- 15.1.1. arises from a resolution of the Committee or a resolution passed by the Members; or
- 15.1.2. which is notified to the Hall.
16. If a Member or Trustee requests a copy of the register of Members, the Committee must ensure that a copy is supplied to that Member or Trustee within 28 days, providing the

request is reasonable. If the request is made by a Member (rather than a Trustee), the Committee may provide a copy which has the addresses blanked out.

17. A Member shall cease to be a Member in any of the following circumstances:-
- 17.1. If, by notice in writing lodged at the Office, he resigns from membership; or
- 17.2. if he is removed from membership by a resolution of the Members passed by a two thirds majority of those present and voting at a Members' meeting providing he shall have been given a reasonable opportunity of attending and being heard.

Any Member who wishes to propose a resolution under Clause 17.2 for the expulsion of a Member shall lodge with the Hall a written notice of his intention to do so (identifying the Member concerned and specifying the ground for the proposed expulsion) not less than 4 weeks before the date of the meeting. The Hall shall, upon receipt of such a notice, forthwith send a copy of the notice to the Member concerned.

Any Member who resigns from membership under Clause 17.1 shall cease to be a Member with effect from the time at which the requisite notice is received by the Hall.

Any Member expelled from membership shall cease to be a Member with effect from the time at which the relevant resolution under Clause 17.2 is passed.

18. The rights of a Member shall be personal and membership shall not be transferable and shall cease on death.

MEMBERS' MEETINGS

19. The Committee must arrange an annual general meeting or "AGM" of the Members in each calendar year at such time and place as may be determined by the Committee. An AGM must be held at least once every 15 months declaring that an AGM does not need to be held during the calendar year in which the Hall is incorporated; but the first AGM must be held within 15 months of the date on which the Hall is incorporated.
20. Subject to Clause 19, the Committee may convene Members' meetings whenever they think fit.

NOTICE OF MEMBERS' MEETINGS

21. Members' meetings (which expression for the avoidance of doubt shall include but is not limited to the AGM) shall be called by at least fourteen Clear Days' notice. The notice calling a Members' meeting shall specify the time and place of the meeting and the general nature of the business to be transacted. Where the business of the meeting includes a resolution to alter the Constitution or any other resolution falling within Clause 37, the notice must set out the exact terms of the proposed resolution or alteration(s). The notice shall be given to all the Members and to all the Trustees and where the notice is for an AGM it must specify that Members' meeting is to be an AGM.
22. The accidental omission to give notice of a meeting to, or the non receipt of a notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT MEMBERS' MEETINGS

23. No business shall be transacted at any Members' meeting unless a quorum is present. A quorum shall be determined by the Members provided that it may not be less than four persons who at the commencement of the meeting are Members of the Hall, and are entitled

to vote upon the business to be transacted, each such person being a Member or a proxy for a Member.

24. If such a quorum is not present within thirty minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed therefor the Members present shall be a quorum.
25. The chairperson, if any, of the Committee or in his absence the vice chairperson shall preside as chairperson of each Members' meeting.
26. If neither the chairperson or vice chairperson of the Committee is willing to act as chairperson, or is not present within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall elect one of their number to be chairperson of the meeting and, if there is only one Trustee present and willing to act, he shall be chairperson.
27. If no Trustee is willing to act as chairperson, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairperson.
28. A Trustee shall, notwithstanding he is not a Member, be entitled to attend and speak at any Members' meetings.
29. The chairperson of the meeting may, with the consent of the meeting (provided that a quorum is present) (and shall if so directed by the meeting) adjourn business from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
30. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on, the declaration of the result of the show of hands, a poll is duly demanded. A poll may be demanded:-
 - 30.1. by the chairperson of the meeting; or
 - 30.2. by at least two Members having the right to vote at the meeting;and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
31. Unless a poll is duly demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
32. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
33. A poll shall be taken as the chairperson of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
34. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

35. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairperson of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If the poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
36. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
37. All decisions at Members' meetings will be made by simple majority vote with the exception of the following types of resolution which will be valid only if passed by not less than two thirds of those voting on the resolution at a Members' meeting or if passed by way of a written resolution under Clause 45:
 - 37.1. a resolution amending the Constitution;
 - 37.2. a resolution expelling a person from membership under Clause 17.2;
 - 37.3. a resolution directing the Committee to take any particular step (or directing the Committee not to take any particular step);
 - 37.4. a resolution approving the amalgamation of the Hall with another SCIO or approving the constitution of a new SCIO to be constituted as the successor body pursuant to that amalgamation);
 - 37.5. a resolution to the effect that all of the Hall's assets, property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its assets, property, rights and liabilities); and
 - 37.6. a resolution for the winding up or dissolution of the Hall.

VOTES OF MEMBERS

38. On a show of hands or on a poll, as the case may be every Member who (being an individual) is present in person or by proxy, shall have one vote.
39. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, guardian or other person authorised to act on his behalf by court, and any such receiver, guardian or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Committee of the authority of the person claiming to exercise the right to vote shall be delivered to the Hall at the Office, or at such other place as is specified in accordance with the Constitution for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable. In calculating the said period of 48 hours, no account shall be taken of any part of a day that is not a Working Day.
40. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
41. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Committee may approve):-

“MORHAM VILLAGE HALL

I/We,.....of being a member/members of the above named Hall, hereby appoint of , or failing him, of as my/our proxy to vote in my/our name (s) and on my / our behalf at the members’ meeting of the Hall to be held on and at any adjournment thereof.

Signed on []”

- 42. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Committee may approve):-

“MORHAM VILLAGE HALL

I/We,.....of being a member/members of the above named Hall, hereby appoint of , or failing him, of as my/our proxy to vote in my/our name (s) and on my / our behalf at the members meeting of the Hall to be held on and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 * for * against

Resolution No. 2 * for * against

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on []”

- 43. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Committee may:-
43.1. in the case of an instrument in writing, be delivered to the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Hall in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
43.2. in the case of an appointment contained in an Electronic Communication, where an address has been specified for the purpose of receiving Electronic Communications:-
43.2.1. in the notice convening the meeting; or
43.2.2. in any instrument of proxy set out by the Hall in relation to the meeting; or
43.2.3. in any invitation contained in an Electronic Communication to appoint a proxy issued by the Hall in relation to the meeting;

be sent to and received at such Electronic Address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

43.3. in the case of a poll taken more than 48 hours after it was demanded, be delivered or sent and received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

43.4. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson of the meeting or to the Secretary or to any Trustee;

and an instrument appointing a proxy which is not delivered or sent and received in a manner so permitted shall be invalid. In calculating the periods mentioned in this Clause no account shall be taken of any part of a day that is not a Working Day.

44. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Hall at the Office or at such other place at which the instrument of proxy was duly delivered or, where the appointment of the proxy was contained in an Electronic Communication, at the Electronic Address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

WRITTEN RESOLUTIONS BY MEMBERS

45. A resolution agreed to in writing (or by e-mail) by all of the Members will be valid as if it had been passed at a Members' meeting; the date of the resolution will be taken to be the date on which the last Member agreed to it.

COMMITTEE OF TRUSTEES

46. Unless otherwise determined by ordinary resolution of the Members, the maximum number of Trustees shall be 6 and the minimum number of Trustees shall be 3.

The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the Hall shall be deemed to have been appointed as Trustees with effect from the date of incorporation of the Hall.

APPOINTMENT OF TRUSTEES

47. At each AGM the Members may elect any Member who is willing to act as such as a Trustee as follows:-

47.1. Up to 2 Members who are resident in Main Street, Morham may be elected to be Trustees;

47.2. Up to 2 Members who are resident at Mainhill Farm and Steading, Morham may be elected to be Trustees; and

47.3. Up to 2 Members who are resident in the remainder of the Area of Benefit and who are not eligible to be elected as Trustees under Clauses 47.1 and 47.2 above may be elected to be Trustees.

48. A Trustee shall hold office for a term of four years and shall then retire at the conclusion of the annual general meeting held on the fourth anniversary of the date of his appointment as Trustee or, if the holding of an annual general meeting does not coincide with such anniversary, at the first annual general meeting held thereafter.

49. A retiring Trustee who has held office for one term shall be eligible for reappointment as a Trustee and, if so reappointed, shall hold office for a further term of four years and shall then retire at the conclusion of the annual general meeting held on the fourth anniversary of the

date of his reappointment as Trustee or, if the holding of an annual general meeting does not coincide with such anniversary, at the first annual general meeting held thereafter.

50. Any person who has served as a Trustee for two (or more) terms shall not be eligible for reappointment as a Trustee, unless either:-
 - 50.1. the Committee determines by resolution that in view of the skills, expertise, experience or ability possessed by that person, which are of significant value to the Hall, there are exceptional circumstances which justify his reappointment for a further term of office. In such circumstances, such a person may, if willing to act, be reappointed for a further term of four years and shall then retire at the conclusion of the annual general meeting held on the fourth anniversary of the date of his reappointment for such further term or, if the holding of an annual general meeting does not coincide with such anniversary, at the first annual general meeting held thereafter. Thereafter the retiring Trustee shall be eligible for reappointment for further terms of office only in accordance with this Article (unless Clause 50.2 applies); or
 - 50.2. a period of one year has passed since that person last served as a Trustee.
51. The Committee may to fill a vacancy co-opt any Member whom the Trustees reasonably consider appropriate as a Trustee provided that that the Member is willing to act as a Trustee. A co-opted Trustee shall vacate office at the end of the next AGM following their appointment but, if a vacancy remains, shall be eligible for co-option for a further period expiring at the next following AGM.
52. Notwithstanding the other provisions of this Constitution, the Committee shall at all times comprise a majority of Trustees who:
 - 52.1. are not remunerated for providing services to, or on behalf of, the Hall; and
 - 52.2. do not benefit from any remuneration for the provision of such services by a Connected Person.
53. No person may be appointed as a Trustee:-
 - 53.1. unless he has attained the age of 18 years;
 - 53.2. unless at the date of his appointment to such office he is a Member;
 - 53.3. in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Clause 60.
54. The names of all persons elected or co-opted as Trustees shall be noted in the Minutes of the relevant AGM or Committee meeting (as the case may be).

POWERS OF TRUSTEES

55. Subject to the provisions of the Act, this Constitution and to any directions given by the Members under Clause 56, the business of the Hall shall be managed by the Committee who may exercise all the powers of the Hall. No alteration of the Constitution and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Clause shall not be limited by any special power given to the Committee by the Constitution and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Committee.
56. The Members may, by way of a resolution passed in compliance with Clause 37, direct the Committee to take any particular step or direct the Committee not to take any particular step; and the Committee shall give effect to such direction accordingly.

57. The Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Hall for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF POWERS BY THE COMMITTEE

58. The Committee may delegate any of their powers to any sub-committee; such a sub-committee must include at least one Trustee, but other members of a sub-committee need not be Trustees. Any such delegation may be made subject to any conditions the Committee may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a sub-committee with two or more members shall be governed by the provisions of this Constitution regulating the proceedings of the Committee *mutatis mutandis*. The quorum of a sub-committee with two members shall, unless otherwise specified by the Committee, be two. No sub-committee may be given powers to co-opt more than one quarter of its total membership.

TRUSTEES' REPRESENTATION

59. A Trustee shall have the right to be represented at a meeting of the Committee or at any committee of which he is a member by any other person or to request another Trustee or person to cast a vote on her or his behalf.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

60. The office of a Trustee shall be vacated if:-
- 60.1. he ceases to be a Trustee by virtue of any provision of the Act or he becomes prohibited by law from being a charity trustee; or
 - 60.2. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 60.3. he is, or may be, suffering from mental disorder and either:
 - 60.3.1. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Care & Treatment) (Scotland) Act 2003; or
 - 60.3.2. an order is made by a court or mental health tribunal having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, guardian or other person to exercise powers with respect to his property or affairs; or
 - 60.4. he becomes incapable for medical reasons of carrying out his duties as a Trustee – but only if that has continued (or is expected to continue) for a period of more than 6 months;
 - 60.5. he resigns office by one months' written notice to the Hall, such notice stating the date from which his resignation is to take effect, or
 - 60.6. he ceases to be a Member of the Hall for any reason, in which case he will be deemed to have ceased to be a Trustee on the date on which his membership of the Hall ceased or was deemed to have ceased; or
 - 60.7. he is convicted of an offence which is likely to bring the Hall into disrepute; or
 - 60.8. he shall for more than six consecutive months have been absent without permission of the Committee from meetings of the Committee held during that period and the Committee resolve that his office be vacated; or

- 60.9. he is removed from office by resolution of the Committee on the grounds that:
 - 60.9.1. he is considered to have been in serious or persistent breach of his duties under section 66(1) or (2) of the Act; or
 - 60.9.2. it is in the best interests of the Hall. For the avoidance of doubt, what is in the best interests of the Hall shall be determined by the Trustees.
- 60.10. he is removed from office by a resolution of the Members at a Members' meeting; or
- 60.11. he accepts remuneration or other benefit in contravention of Clause 9.
- 61. A resolution passed under Clause 60.9 or 60.10 shall only be valid if:-
 - 61.1. the Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his removal is to be proposed;
 - 61.2. the Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - 61.3. in the case of a resolution under Clause 60.9, at least two thirds of the Trustees then in office vote in favour of the resolution.

REGISTER OF CHARITY TRUSTEES

- 62. The Committee must keep a register of Trustees, setting out
 - 62.1. for each current Trustee:
 - 62.1.1. his full name and address;
 - 62.1.2. the date on which he was appointed as a trustee; and
 - 62.1.3. any office held by him in the Hall (in addition to that of Trustee).
 - 62.2. for each former Trustee – for at least 6 years from the date on which he ceased to be a Trustee:
 - 62.2.1. the name of the Trustee;
 - 62.2.2. any office held by him in the Hall; and
 - 62.2.3. the date on which he ceased to be a Trustee.
- 63. The Committee must ensure that the register of Trustees is updated within 28 days of any change:
 - 63.1. which arises from a resolution of the Committee or of the Members; or
 - 63.2. which is notified to the Hall.
- 64. If any person requests a copy of the register of Trustees, the Committee must ensure that a copy is supplied to him within 28 days, providing the request is reasonable. If the request is made by a person who is not a Trustee, the Committee may provide a copy which has the addresses blanked out – if the Hall is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

TRUSTEES' EXPENSES

65. The Trustees may be paid, at the discretion of the Committee, all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Committee or committees of the Committee or general meetings or otherwise in connection with the discharge of their duties but, except to the extent permitted by Clause 9 and Section 67 of the Act, shall otherwise be paid no remuneration.

TRUSTEES' DUTIES, APPOINTMENTS AND INTERESTS

66. Each of the Trustees has a duty, in exercising functions as a Trustee, to act in the interest of the Hall; and, in particular, must:-
- 66.1. seek, in good faith, to ensure that the Hall acts in a manner which is in accordance with its purposes;
- 66.2. acts with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
- 66.3. in circumstances capable of giving rise to a conflict of interest between the Hall and any other person:-
- 66.3.1. put the interests of the Hall before those of the other person; or
- 66.3.2. where any other duty prevents the Trustee from doing so, disclose the conflicting interest to the Committee and refrain from participating in any deliberation or decision of the other Trustees with respect to the matter in question.
- 66.4. ensure that the Hall complies with any direction, requirement, notice or duty imposed under or by virtue of the Act.
67. A Trustee shall avoid any situation in which he has, or can have, a direct or indirect interest that conflicts or possibly may conflict with the interests of the Hall **PROVIDED THAT** the Committee may, subject to the preceding Clause, authorise any matter proposed to them by any Trustee which would, if not authorised, involve a Trustee breaching the foregoing duty to avoid conflicts of interests.
- 67.1. For the purpose of this Clause 67 an interest held by an individual who is "connected" with the Trustee under section 68(2) of the Act shall be deemed to be held by that Trustee.
- 67.2. A Trustee will be deemed to have an interest in relation to a particular matter if a body in relation to which he is an employee, director or other officer has an interest in that matter.
68. Subject to the two preceding Clauses and to the provisions of the Act, provided that he has disclosed to the Committee the nature and extent of any interest, a Trustee notwithstanding his office:
- 68.1. may be a party to, or otherwise interested in, any transaction or arrangement with the Hall or in which the Hall is otherwise interested;
- 68.2. may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Hall or in which the Hall is otherwise interested; and
- 68.3. shall not, by reason of his office, be accountable to the Hall for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate (but subject always to the Act) and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
69. For the purposes of Clauses 67 and 68:

- 69.1. a general notice given to the Committee that a Trustee is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Trustee has an interest in any such transaction of the nature and extent so specified; and
- 69.2. an interest of which a Trustee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
70. In addition to the duties outlined in Clause 66, all of the Trustees must take such steps as are reasonably practicable for the purpose of ensuring:-
 - 70.1. that any breach of any of those duties by a Trustee is corrected by the Trustee concerned and not repeated; and
 - 70.2. that any Trustee who has been in serious or persistent breach of those duties is removed as a Trustee.

PROCEEDINGS OF THE COMMITTEE

71. Subject to the provisions of this Constitution, the Committee may regulate their proceedings as they think fit. A Trustee may call a meeting of the Committee. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Each Trustee has one vote which, subject to Clause 59, must be given personally and questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
72. The quorum for the transaction of the business of the Committee may be fixed by the Trustees and unless so fixed at any other number, shall be 3 Trustees. A Trustee shall not be counted in the quorum present at a meeting in relation to a discussion or a resolution on a matter concerning which such Trustee is not entitled to be present or vote.
73. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than 3, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
74. The Committee may appoint from among their number persons to offices of chairperson, vice chairperson, treasurer, secretary and such other executive offices as the Trustees may consider appropriate. The Committee may at any time remove or accept the resignation of such person from such an office and each such office shall be held until the conclusion of the AGM which next follows that Trustee's appointment to that office. A Trustee may be re-appointed to any such executive office they held prior to an AGM if they are re-appointed as a Trustee at that AGM.
75. Unless the chairperson is unwilling to do so, the Trustee so appointed shall preside at every meeting of the Committee at which he is present whom failing the vice chairperson (if any be appointed by the Committee) shall so preside. If the chairperson or vice chairperson is unwilling or unable to preside or neither are present within five minutes after the time appointed for the meeting the Trustees present may appoint one of their number to be chairperson of the meeting.
76. The Committee shall hold at least two ordinary meetings a year and may hold other such ordinary meetings as are required.
77. A special meeting of the Committee may be summoned at any time by the Chairperson or any two Trustees upon seven Clear Days' notice in writing being given to the other Trustees of the matter(s) to be discussed.
78. All acts done bona fide by a meeting of the Committee, or of a committee of the Committee, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every

person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

79. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of the Committee or of a committee of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or (as the case may be) a committee of the Committee duly convened and held and may consist of several documents in the like form each signed by one or more Trustees;
80. If a question arises at a meeting of the Committee or of a sub-committee as to the right of a Trustee to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting and his ruling in relation to any Trustee other than himself shall be final and conclusive. If such a question arises in relation to the chairperson of such a meeting the question may be decided by a majority of Trustees present, the presence of the chairperson not being counted in any such decision.
81. A meeting of the Committee or any sub-committee thereof may, subject to notice thereof having been given in accordance with this Constitution, be for all purposes deemed to be held when Trustees are in simultaneous Communication with each other by telephone or fax or by any means of audio-visual Communication, if all the Trustees agree to treat the meeting as so held and the number of Trustees participating in such Communication constitutes the quorum of the Committee which would otherwise be required by the Constitution to be present at the meeting. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairperson of the meeting then is and the word "meeting" shall be construed accordingly.
82. The Committee may invite any persons to attend any of its meetings as an observer without power to vote, including representatives of local authorities or other bodies with which the Hall has contact.

MINUTES

83. The Trustees shall cause proper minutes to be made in books kept for the purpose:-
 - 83.1. of all appointments of officers made by the Committee; and
 - 83.2. of all proceedings at Members' meetings, and of the Committee and of sub-committees, including the names of the Trustees present at each such meeting.
84. Minutes of Members' meetings and of Committee meetings must include or have entered the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

NOTICES

85. Any notice to be given to or by any person pursuant to this Constitution (other than a notice calling a meeting of the Committee) shall be in writing or shall be given by Electronic Communication to the Electronic Address for the time being notified for that purpose to the person giving the notice.
86. The Hall may give any notice to a Member in any of the following ways:-
 - 86.1. By delivering it to him personally; or
 - 86.2. by sending it by post in a prepaid envelope addressed to the Member at his last registered address; or
 - 86.3. by leaving it at that address; or

- 86.4. by sending it by Electronic Communication to the Electronic Address for the time being notified to the Hall by the Member.
87. A Member whose registered address is not within the United Kingdom and who gives to the Hall an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Hall.
88. A Member present, either in person or by proxy, at any meeting of the Hall shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
89. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. 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. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an Electronic Communication, at the expiration of 48 hours after the time it was sent. In calculating the said period of 48 hours, no account shall be taken of any part of a day that is not a Working Day.

ACCOUNTS

90. The Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
91. The Committee must prepare annual accounts, complying with all relevant statutory requirements:
 - 91.1. If an independent or external examination of the accounts is required under any statutory provisions, the Committee should ensure that such an independent or external examination is carried out by someone qualified to do so.
 - 91.2. If an audit is required under any statutory provisions (or if the Committee consider that an audit would be appropriate for some other reason), the Committee should ensure that an audit of the accounts is carried out by a registered auditor.

DISSOLUTION

92. If the Hall is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out in the Act and Regulations pursuant to the Act.
93. If upon the winding up or dissolution of the Hall there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be applied in one or all of the following ways:
 - 93.1. directly for the Principal Objects or for Charitable Purposes within or similar to the Principal Objects;
 - 93.2. by transfer to some other charity having objects similar to the Principal Objects, such charity to be determined by the Members at or before the time of dissolution.

If and so far as effect cannot be given to this provision, then such property shall be distributed to some other body, organisation or institution having Charitable Purposes.

AMENDMENT OF ARTICLES

94. The provisions of these Articles may be altered by resolution of the Members passed at a Members' meeting (subject to achieving the two thirds majority referred to in Clause 37 or by way of a written resolution of the Members) **PROVIDED THAT** no alteration shall be made which could have the effect of the Hall ceasing to be recognised as a charity.