

## **Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees**

Date of constitution (last amended): 5 November 2020

### **1 Name**

The name of the Charitable Incorporated Organisation (the “**Society**”) is: The Gower Society (Cyfeillion Gŵyr in Welsh); registered number 1172919.

### **2 National location of principal office**

The Principal office of the Society is in Wales.

### **3 Objects**

3.1 For the purposes of the Society, Gower shall include the whole of the ancient Lordship of Gower.

3.2 The objects of the Society, for the public benefit are:

3.2.1 to promote the preservation, conservation and enhancement of the physical and natural environment of the area known as Gower by promoting:

3.2.1.1 the natural beauty of Gower;

3.2.1.2 the preservation, protection and development, improvement and care of the land, buildings, antiquities, architecture, traditions and features of the historic or public interest;

3.2.1.3 high standards of planning in or affecting Gower;

3.2.1.4 the encouragement of the inhabitants of the Gower and the surrounding area and the public at large to take an active interest in the enjoyment and protection of Gower and its heritage;

3.2.2 to promote and further the study and recording of Gower’s antiquities, traditions, history, geography and natural history, and to further the education of the public in respect of the same; and

3.2.3 to preserve, protect and promote rights of way and access to Gower’s open spaces.

3.3 For the purposes of the said objects in clause 3.2 above, the area known as Gower shall include the whole of the Lordship of the Gower.

3.4 Nothing in this constitution shall authorise an application of the property of the Society for purposes which are not charitable.

### **4 Powers**

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

- 4.1.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Society must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 4.1.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.3 sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.1.4 employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 and provided it complies with the conditions of those clauses;
- 4.1.5 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Society to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000. Investments shall be made in accordance with clause 31.1; and
- 4.1.6 co-operate with other organisations whose aims are similar.

## **5 Application of income and property**

- 5.1 The income and property of the Society must be applied solely towards the promotion of the objects, provided that:
  - 5.1.1 a charity trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society; and
  - 5.1.2 a charity trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a charity trustee receiving:
  - 5.2.1 a benefit from the Society as a beneficiary of the Society; and/or
  - 5.2.2 reasonable and proper remuneration for any goods or services supplied to the Society.
- 5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

## **6 Benefits and payments to charity trustees and connected persons**

### General provisions

- 6.1 No charity trustee or connected person may:
  - 6.1.1 buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
  - 6.1.2 sell goods, services or any interest in land to the Society;

- 6.1.3 be employed by, or receive any remuneration from, the Society; and/or
- 6.1.4 receive any other financial benefit from the Society; unless the payment or benefit is permitted by clause 6.2 to clause 6.7 or authorised by the court or unless the prior written consent of the Charity Commission ("the **Commission**") has been obtained. In this clause, a "**financial benefit**" means a benefit, direct or indirect, which is either money or has a monetary value.

#### Scope and powers permitting trustees' or connected persons' benefits

- 6.2 A charity trustee or connected person may receive a benefit from the Society as a beneficiary of the Society provided that a majority of the trustees do not benefit in this way.
- 6.3 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 Society where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 6.4 Subject to clause 6.8 of this clause a charity trustee or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by the charity trustee or connected person.
- 6.5 A charity trustee or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.6 A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Society. 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.
- 6.7 A charity trustee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

#### Payment for supply of goods only – controls

- 6.8 The Society and its charity trustees may only rely upon the authority provided by clause 6.4 if each of the following conditions is satisfied:
  - 6.8.1 the amount or maximum amount of the payment for the goods is set out in a written agreement between the Society and the charity trustee or connected person supplying the goods ("the **supplier**");
  - 6.8.2 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;
  - 6.8.3 the other charity trustees are satisfied that it is in the best interests of the Society 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;

- 6.8.4 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 regards to the supply of goods to the Society;
- 6.8.5 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;
- 6.8.6 the reason for their decision is recorded by the charity trustees in the minute book; and
- 6.8.7 a majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.
- 6.9 In clauses 6.2 to clause 6.8:
  - 6.9.1 "the **Society**" includes any company in which the Society:
    - 6.9.1.1 holds more than 50% of the shares; or
    - 6.9.1.2 controls more than 50% of the voting rights attached to the shares; or
    - 6.9.1.3 has the right to appoint one or more directors to the board of the company; and
  - 6.9.2 "**connected person**" includes any person within the definition set out in clause 32.

## **7 Conflicts of interest and conflicts of loyalty**

- 7.1 A charity trustee must:
  - 7.1.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and
  - 7.1.2 absent himself or herself from any discussion of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interest of the Society and any personal interest (including but not limited to any financial interest).
- 7.2 Any charity trustee absenting himself or herself from any discussion 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.

## **8 Liability of members to contribute to the assets of the Society if it is wound up**

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

## **9 Membership of the Society**

### Classes of members

- 9.1 The Society shall have the following six classes of members:
  - 9.1.1 **ordinary members** who shall be entitled to vote at general meetings of the Society;
  - 9.1.2 **family members** (which means spouses, civil partners and children under the age of eighteen of ordinary members) who shall be entitled to two votes between them at

general meetings, provided that two members of the family, each over the age of eighteen, are present and no family member under the age of eighteen exercises these two votes on behalf of the family members;

- 9.1.3 **group members** who shall be organised bodies, approved by the charity trustees, who shall be collectively entitled to one vote at general meetings. Group members shall not be eligible for election as charity trustees, but individuals of the group in question may be elected as a charity trustee;
- 9.1.4 **honorary life members** who shall be persons who have given distinguished service to Gower or to the Society, or to any cause with which the Society may identify itself. The honorary life member shall be recommended by charity trustees and shall be elected at a general meeting of the Society;
- 9.1.5 **life members** who shall be entitled to vote at general meetings; and
- 9.1.6 **family life members** (which means spouses, civil partners and children under the age of eighteen of life members) who shall be entitled to two votes at general meetings between them, provided that two members of the family, each over the age of eighteen, are present and no family life member under the age of eighteen exercises these two votes on behalf of the family life members.

#### Members of The Gower Society (charity number 258372)

- 9.2 The members of The Gower Society, charity number 258372, ("the **Unincorporated Association**") on the date this constitution is adopted, shall automatically become members of the Society and the class of membership each such member will hold shall be the same class that such member held as a member of the Unincorporated Association.

#### Admission of new members

- 9.3 Eligibility:
  - 9.3.1 membership of the Society is open to anyone who or any body which is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in clause 9.6; and
  - 9.3.2 a member may be an individual (or a group of individuals, in the case of family members and family life members), a corporate body, or an individual or corporate body representing an organisation which is not incorporated.
- 9.4 Admission procedure:
  - 9.4.1 The charity trustees:
    - 9.4.1.1 may require applications for membership to be made in any reasonable way that they decide;
    - 9.4.1.2 shall, if they approve an application for membership, notify the applicant of their decision within twenty-one days;
    - 9.4.1.3 may refuse an application for membership if they believe that it is in the best interest of the Society for them to do so;

- 9.4.1.4 shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within twenty-one days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- 9.4.1.5 shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

#### Transfer of membership

- 9.5 Membership of the Society cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the Society has received written notification of the transfer.

#### Duty of members

- 9.6 It is the duty of each member of the Society to exercise his, her or its powers as a member of the Society in the way he, she or it decides in good faith would be most likely to further the purposes of the Society.

#### Termination of membership

- 9.7 Membership of the Society comes to an end if:
  - 9.7.1 the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist;
  - 9.7.2 the member sends a notice of resignation to the charity trustees;
  - 9.7.3 any sum of money owed by the member to the Society is not paid in full within six months of falling due;
  - 9.7.4 the member fails to pay their subscription within twelve weeks of the date it falls due;  
or
  - 9.7.5 the charity trustees decide that it is in the best interests of the Society that the member in question should be removed from membership and pass a resolution to that effect.
- 9.8 Before the charity trustees take any decision to remove someone from membership of the Society, they must:
  - 9.8.1 inform the member of the reasons why it is proposed to remove him, her or it from membership;
  - 9.8.2 give the member at least twenty-eight clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
  - 9.8.3 at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
  - 9.8.4 consider at that meeting any representations which the member makes as to why the member should not be removed; and

- 9.8.5 allow the member, or the member's representative, to make those representations in person at that meeting if the member so chooses.

#### Membership fees

- 9.9 Members who pay their subscription annually by standing order or by direct debit will pay at a significantly reduced rate. The amounts of the subscriptions of all members shall be decided at the Annual General Meeting of the Society. Membership fees shall become due on the 1st of January of each year

#### Informal or associate (non-voting) membership

- 9.10 The charity trustees may create associate or other classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members. Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or dissolution Regulations.

### **10 Members' decisions**

#### General provisions

- 10.1 Except for those decisions that must be taken in a particular way as indicated in clause 10.9, decisions of the members of the Society may be taken either by vote at a general meeting as provided in clause 10.2 or by written resolution as provided in clause 10.3.

#### Taking ordinary decisions by vote

- 10.2 Subject to clause 10.9 any decision of the members of the Society may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

#### Taking ordinary decisions by written resolution without a general meeting

- 10.3 Subject to clause 10.9 a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
- 10.3.1 a copy of the proposed resolution has been sent to all the members eligible to vote; and
- 10.3.2 a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of twenty-one days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the Society has specified.
- 10.4 A resolution in writing may comprise several copies to which one or more members has signified their agreement.
- 10.5 Eligibility to vote on the resolution is limited to members who are members of the Society on the date when the proposal is first circulated in accordance with clause 10.3.

- 10.6 Not less than 10% of the members of the Society may request the charity trustees to make a proposal for decision by the members.
- 10.7 The charity trustees must within forty-two days of receiving such a request comply with it if:
- 10.7.1 the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
- 10.7.2 the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
- 10.7.3 effect can lawfully be given to the proposal if it is so agreed.
- 10.8 Clause 10.3 to clause 10.5 apply to a proposal made at the request of members.
- 10.9 Decisions that must be taken in a particular way:
- 10.9.1 any decision to remove a trustee must be taken in accordance with clause 16.2;
- 10.9.2 any decision to amend this constitution must be taken in accordance with clause 29;
- 10.9.3 any decision to wind up or dissolve the Society must be taken in accordance with clause 30; and
- 10.9.4 any decision to amalgamate or transfer the undertaking of the Society to one or more other Charitable Incorporate Organisations must be taken in accordance with the provisions of the Charities Act 2011.

## **11 General meetings of members**

### Types of general meeting

- 11.1 There must be an Annual General Meeting (AGM) of the members of the Society. The first AGM must be held within eighteen months of the registration of the Society and subsequent AGMs must be held no later than the end of June each year.
- 11.2 The business of the AGM shall include:
- 11.2.1 the activities of the Society during the preceding year, as reported by the Officers;
- 11.2.2 the annual statement of accounts (duly audited or examined where applicable);
- 11.2.3 the trustees' annual report, which will include (without limitation) the activities of the Society in the previous twelve months;
- 11.2.4 determining the amounts of the annual subscriptions under clause 9.9;
- 11.2.5 appointing the Officers and the President, as defined in clause 32;
- 11.2.6 appointing auditors for the Society;
- 11.2.7 electing trustees as required under clause 13;
- 11.2.8 approval of and matters arising out of the minutes of previous general meetings; and



11.2.9 any other charitable business (but no resolution may be discussed or voted upon in relation to such matters).

11.3 Each member of the Society shall be given at least twenty-one clear days' notice in writing of the AGM.

11.4 Other general meetings of the members of the Society may be held at any time.

#### Calling general meetings

11.5 All general meetings must be held in accordance with the following provisions.

11.6 The charity trustees:

11.6.1 must call the annual general meeting of the members of the Society in accordance with clause 11.1 to clause 11.5 and identify it as such in the notice of the meeting; and

11.6.2 may call any other general meeting of the members at any time.

11.7 The charity trustees must, within forty-two days, call a general meeting of the members of the Society if:

11.7.1 they receive a request to do so from at least 10% of the members of the Society; and

11.7.2 the request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.

11.8 If, at the time of any such request, there has not been any general meeting of the members of the Society for more than twelve months, then clause 11.7.1 shall have effect as if 5% were substituted for 10%.

11.9 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

11.10 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

11.11 Any general meeting called by the charity trustees at the request of the members of the Society must be held within twenty-one days from the date on which it is called.

11.12 If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting. A general meeting called in this way must be held not more than three months after the date when the members first requested the meeting.

11.13 The Society must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Society shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

#### Notice of general meetings

11.14 The charity trustees, or, as the case may be, the relevant members of the Society, must give at least twenty-one clear days' notice in writing of any general meeting to all of

the members and to the President of the Society who shall be entitled to attend but who shall not be entitled to vote unless he or she is also a member of the Society.

11.15 If it is agreed by not less than 90% of all members of the Society, any resolution may be proposed and passed at the meeting even though the requirements of clause 11.14 have not been met. This clause 11.15 does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

11.16 The notice of any general meeting must:

11.16.1 state the time and date of the meeting;

11.16.2 give the address at which the meeting is to take place;

11.16.3 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;

11.16.4 if a proposal to alter the constitution of the Society is to be considered at the meeting, include the text of the proposed alteration; and

11.16.5 include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 23, details of where the information may be found on the Society's website.

11.17 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given forty-eight hours after it was posted or sent.

11.18 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Society.

#### Chairing of general meetings

11.19 The President shall preside as chair of annual and general meetings of the members. In the President's absence, the Chairman shall preside as chair of meetings of the members of the Society. Subject to that, and if neither the President nor the Chairman is present within ten minutes of the start of the meeting, or both are unwilling to preside as chair of the meeting, the members of the Society who are present at a general meeting shall elect a chair to preside at the meeting.

#### Quorum at general meetings

11.20 No business may be transacted at any general meeting of the members of the Society unless a quorum is present when the meeting starts.

11.21 Subject to the following provisions, the quorum for general meetings shall be twenty-five members of the Society. An organisation represented by a person present at the meeting in accordance with clause 11.44 and clause 11.45 is counted as being present in person.

11.22 If the meeting has been called by or at the request of the members and a quorum is not present within fifteen minutes of the starting time specified in the notice of the meeting, the meeting is closed.

- 11.23 If the meeting has been called in any other way and a quorum is not present within fifteen minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting, with the adjourned meeting to be held within fourteen days of the original meeting. The date, time and place at which the meeting will resume must be notified to the Society's members within seven days of the original meeting. If a quorum is not present within fifteen minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- 11.24 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

#### Voting at general meetings

- 11.25 Any decision other than one falling within clause 10.9 shall be taken by a simple majority of votes cast at the meeting. Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution as outlined in clause 9.1.
- 11.26 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 by at least 10% of the members present in person or by proxy at the meeting.
- 11.27 A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within thirty days of the demand for the poll.
- 11.28 A poll may be taken:
- 11.28.1 at the meeting at which it was demanded; or
  - 11.28.2 at some other time and place specified by the chair; or
  - 11.28.3 through the use of postal or electronic communications.
- 11.29 In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- 11.30 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

#### Postal Voting

- 11.31 The Society may, if the charity trustees so decide, allow the members to vote by post or electronic mail ("**email**") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

- 11.32 The charity trustees must appoint at least two persons independent of the Society to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
- 11.33 If postal and/or email voting is to be allowed on a matter, the Society must send to members of the Society not less than forty-two days before the deadline for receipt of votes cast in this way:
- 11.33.1 a notice by email, if the member has expressly agreed to receive notices in this way under clause 23 including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the Society, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
- 11.33.2 a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- 11.34 The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for The Gower Society', at the Society's principal office or such other postal address as is specified in the voting procedure.
- 11.35 The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- 11.36 Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- 11.37 The voting procedure must specify the closing date and time for receipt of votes and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 11.38 The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- 11.39 For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- 11.40 Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- 11.41 The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been

counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

11.42 Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

11.43 Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the Society. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

#### Representation of organisations and corporate members

11.44 An organisation or a corporate body that is a member of the Society may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the Society.

11.45 The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the Society.

#### Adjournment of meetings

11.46 The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **12 Charity trustees**

### Functions and duties of charity trustees

12.1 The charity trustees shall manage the affairs of the Society and may for that purpose exercise all the powers of the Society. It is the duty of each charity trustee:

12.1.1 to exercise his or her powers and to perform his or her functions as a trustee of the Society in the way he or she decides in good faith would be most likely to further the purposes of the Society; and

12.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

12.1.2.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and

12.1.2.2 if he or she acts as a charity trustee of the Society in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

#### Eligibility for trusteeship

12.2 Every charity trustee must be a natural person.

12.3 No one may be appointed as a charity trustee:

- 12.3.1 if he or she is under the age of eighteen years; or
- 12.3.2 if he or she would automatically cease to hold office under the provisions of clause 16.1.6.
- 12.4 No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

#### Number of charity trustees

- 12.5 There must be at least six charity trustees, who shall include the Officers of the Society and who shall be elected to such offices at the AGM. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.
- 12.6 The maximum number of charity trustees is twelve. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

#### First charity trustees

- 12.7 The first charity trustees of the Society are: Anthony Robert Kirby, Gruffydd ap Gwent, Jeannette McLellan, Jill Eileen Burgess, Audrey Leslie Frank, Gordon Robert Howe and Peter Joseph Padley.

### **13 Appointment of charity trustees**

- 13.1 At every annual general meeting of the members of the Society, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire.
- 13.2 The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 13.3 The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in clause 13.4.
- 13.4 The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 16 or as an additional charity trustee, provided that the limit specified in clause 12.6 on the number of charity trustees would not as a result be exceeded.
- 13.5 Nominations for the election of charity trustees must be received by the secretary of the Society not less than seven days before the date fixed for the annual general meeting. If there are no such nominations and the number of trustees would fall below the minimum as set out in clause 12.5 the chair of the annual general meeting shall accept nominations at that meeting.
- 13.6 A person so appointed by the members of the Society shall retire in accordance with the provisions of clause 13.2 and clause 13.3. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date

of his or her appointment and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

#### **14 Appointment of Officers and President**

Nominations for the election of the Officers and President of the Society must be received by the secretary of the Society not less than seven days before the date fixed for the annual general meeting. If there are no such nominations, the chair of the annual general meeting shall accept nominations at that meeting.

#### **15 Information for new charity trustees**

15.1 The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

15.1.1 a copy of this constitution and any amendments made to it;

15.1.2 a copy of the Society's latest trustees' annual report and statement of accounts;

15.1.3 a copy of the Society's policies.

#### **16 Retirement and removal of charity trustees**

16.1 A charity trustee ceases to hold office if he or she:

16.1.1 retires by notifying the Society in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

16.1.2 is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

16.1.3 dies;

16.1.4 in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

16.1.5 is removed by the members of the Society in accordance with clause 16.2; or

16.1.6 is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

16.2 A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11 and the resolution is passed by a two-thirds majority of votes cast at the meeting.

16.3 A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Society.

#### **17 Reappointment of charity trustees**

Any person who retires as a charity trustee by rotation or by giving notice to the Society is eligible for reappointment. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years.

## **18 Taking of decisions by charity trustees**

18.1 Any decision may be taken either:

18.1.1 at a meeting of the charity trustees; or

18.1.2 by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

## **19 Delegation by charity trustees**

19.1 The charity trustees may delegate any of their powers or functions to a committee, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.

19.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

19.2.1 the committee must consist of between ten and twenty persons:

19.2.2 the committee shall include those charity trustees who may in addition to being trustees be also specified as a member of the committee pursuant to delegation in paragraph 19.1 above, provided the number so specified is less than half the total number of trustees appointed as a charity trustee pursuant to clause 13 above:

19.2.3 any trustee not so specified may also attend any meeting of the committee but shall not vote on any resolution of the committee or be included in any quorum count

19.2.4 the acts and proceedings of the committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

19.2.5 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **20 Meetings and proceedings of charity trustees**

### Calling meetings

20.1 Any charity trustee may call a meeting of the charity trustees.

20.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

### Chairing of meetings

20.3 The Chairman shall preside as chair of the meetings of the trustees. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within



ten minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

#### Procedure at meetings

- 20.4 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two thirds of the total number of charity trustees (rounded up to the nearest whole number), or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- 20.5 Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 20.6 In the case of an equality of votes, the chair shall have a second or casting vote.

#### Participation in meetings by electronic means

- 20.7 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- 20.8 Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 20.9 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

### **21 Saving provisions**

- 21.1 Subject to clause 21.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
- 21.1.1 who was disqualified from holding office;
- 21.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 21.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if, without the vote of that 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.
- 21.2 Clause 21.1 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 clause 21.1, the resolution would have been void, or if the charity trustee has not complied with clause 7.

### **22 Execution of documents**

- 22.1 The Society shall execute documents either by signature or by affixing its seal (if it has one).

22.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

22.3 If the Society has a seal:

22.3.1 it must comply with the provisions of the General Regulations; and

22.3.2 it must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

## **23 Use of electronic communications**

### General

23.1 The Society will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

23.1.1 the requirement to provide within twenty-one days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

23.1.2 any requirements to provide information to the Commission in a particular form or manner.

### To the Society

23.2 Any member or charity trustee of the Society may communicate electronically with the Society to an address specified by the Society for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Society.

### By the Society

23.3 Any member or charity trustee of the Society, by providing the Society with his or her email address or similar, is not taken to have agreed to receive communications from the Society in electronic form at that address, unless the member has expressly indicated to the Society his or her willingness to receive such communications in that form.

23.4 The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

23.4.1 provide the members with the notice referred to in clause 11.3;

23.4.2 provide the members with the accounts and trustees report referred to in clause 11.16.5;

23.4.3 give charity trustees notice of their meetings in accordance with 20; and

23.4.4 submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the Society's powers under 10.1, clause 10.3 or clauses 11.31 to 11.43.

23.5 The charity trustees must:

23.5.1 take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and

23.5.2 send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

## **24 Keeping of Registers**

The Society must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

## **25 Minutes**

25.1 The charity trustees must keep minutes of all:

25.1.1 proceedings at general meetings of the Society;

25.1.2 meetings of the charity trustees and committees of charity trustees including:

25.1.2.1 the names of the trustees present at the meeting;

25.1.2.2 the decisions made at the meetings; and

25.1.2.3 where appropriate the reasons for the decisions; and

25.1.3 decisions made by the charity trustees otherwise than in meetings.

## **26 Accounting records, accounts, annual reports and returns, register maintenance**

26.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Society, within then months of the financial year end.

26.2 The charity trustees must comply with their obligation to inform the Commission within twenty-eight days of any change in the particulars of the Society entered on the Central Register of Charities.

## **27 Rules**

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Society on request.

## **28 Disputes**

If a dispute arises between members of the Society 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.

## **29 Amendment of constitution**

- 29.1 As provided by clauses 224-227 of the Charities Act 2011, this constitution can only be amended:
- 29.1.1 by resolution agreed in writing by all members of the Society; or
  - 29.1.2 by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Society.
- 29.2 Any alteration of clause 3, clause 30, this clause 29, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Society or persons connected with them, requires the prior written consent of the Charity Commission.
- 29.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 29.4 A copy of any resolution altering the constitution, together with a copy of the Society's constitution as amended, must be sent to the Commission within fifteen days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

### **30 Voluntary winding up or dissolution**

- 30.1 As provided by the Dissolution Regulations, the Society may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Society can only be made:
- 30.1.1 at a general meeting of the members of the Society called in accordance with clause 11, of which not less than twenty-one days' notice has been given to those eligible to attend and vote;
  - 30.1.2 by a resolution passed by a 75% majority of those voting;
  - 30.1.3 by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - 30.1.4 by a resolution agreed in writing by all members of the Society.
- 30.2 Subject to the payment of all the Society's debts:
- 30.2.1 any resolution for the winding up of the Society, or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied; and
  - 30.2.2 if the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Society shall be applied.
- 30.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Society.
- 30.4 The Society must observe the requirements of the Dissolution Regulations in applying to the Commission for the Society to be removed from the Register of Charities, and in particular:
- 30.4.1 the charity trustees must send with their application to the Commission:
  - 30.4.2 a copy of the resolution passed by the members of the Society;

- 30.4.3 a declaration by the charity trustees that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and
- 30.4.4 a statement by the charity trustees setting out the way in which any property of the Society has been or is to be applied prior to its dissolution in accordance with this constitution; and
- 30.4.5 the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Society, and to any charity trustee of the Society who was not privy to the application.
- 30.5 If the Society is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## **31 Policies**

### Investment Policy

- 31.1 The Society's investments should take account of the future needs of the Society in terms of both capital and income. Investments need to be considered in the short, medium and long term, investments should be made in accordance with the Trustee Act 2000 or any subsequent update or replacement and should not be speculative.

### Reserves Policy

- 31.2 The Society must keep sufficient reserves in order to counter-act any potential threat to Gower and to finance work and projects furthering the aims and objects of the Society.

### Forward Planning Policy

- 31.3 The Society shall have in place a forward planning document to guide its strategic development and to safeguard the future of the Society.

## **32 Interpretation**

- 32.1 In this constitution, "**connected person**" means:
  - 32.1.1 a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
  - 32.1.2 the spouse or civil partner of the charity trustee or of any person falling within clause 32.1.1 above;
  - 32.1.3 a person carrying on business in partnership with the charity trustee or with any person falling within clause 32.1.1 or clause 32.1.2 above;
  - 32.1.4 an institution which is controlled:
    - 32.1.4.1 by the charity trustee or any connected person falling within clauses 32.1.1, 32.1.2 or 32.1.3 above; or
    - 32.1.4.2 by two or more persons falling within clause 32.1.4.1 when taken together;
  - 32.1.5 a body corporate in which:
    - 32.1.5.1 the charity trustee or any connected person falling within clauses 32.1.1 to 32.1.3 has a substantial interest; or

- 32.1.5.2 two or more persons falling within clause 32.1.5.1 who, when taken together, have a substantial interest.
- 32.2 Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.
- 32.3 "**General Regulations**" means the Charitable Incorporated Organisations (General) Regulations 2012.
- 32.4 "**Dissolution Regulations**" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- 32.5 The "**Communications Provisions**" means the Communications Provisions in the General Regulations.
- 32.6 "**charity trustee**" means a charity trustee of the Society.
- 32.7 A "**poll**" means a counted vote or ballot, usually (but not necessarily) in writing.
- 32.8 The "**Chairman**" means the person appointed annually at the AGM as the chairman of the Society.
- 32.9 The "**Vice Chairmen**" means up to two vice chairmen appointed annually at the AGM.
- 32.10 The "**Officers**" means the Chairman, the Vice Chairmen, the secretary and the treasurer of the Society.
- 32.11 The "**President**" means the person appointed annually at the AGM as the president of the Society, who shall be entitled to attend the meetings of the charity trustees.

### **33 Society Badge and Logo**

The Society's badge shall be a gold portcullis on a blue shield. The Society's logo shall be the same gold portcullis, with the name of the Society displayed in English and in Welsh.

### **34 Linkage to the Unincorporated Association**

The Society is linked with the Unincorporated Association for administrative purposes.