

Date of constitution (1 November 2015), amended and approved at AGM 28 June 2017, amended and approved at AGM 5 September 2018

1. NAME

The name of the Charitable Incorporated Organisation ("the CIO") is
The Harrogate Choral Society (HCS) to be known as Harrogate Choral Society (HCS).

2. NATIONAL LOCATION OF PRINCIPAL OFFICE

England

3. OBJECTS

The objects of HCS are the study and performance of choral works in order to educate the public in the arts and science of choral music in all its aspects by the presentation of public concerts, and to encourage and enable young people to perform in a youth choir.

Nothing in this constitution shall authorise an application of the property of the HCS for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

4. POWERS

HCS has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, HCS's powers include power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. HCS will comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to HCS. In exercising this power, HCS will comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of HCS which may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and Payments to Charity Trustees and Connected Persons) and provided it complies with the conditions of those clauses;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of HCS 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;
- (6) invite and receive contributions.
- (7) co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar purposes and to exchange information and advice with them.
- (8) establish or support any charitable trusts, associations of institutions formed for all of any of the objects.
- (9) appoint and constitute such advisory committees as the trustees may think fit.

5. APPLICATION OF INCOME AND PROPERTY

- (1) The income and property of HCS will be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of HCS or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of HCS.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at HCS's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of HCS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of HCS. This does not prevent a member who is not also a charity trustee receiving:
 - (a) a benefit from HCS as a beneficiary of HCS;
 - (b) reasonable and proper remuneration for any goods or services supplied to HCS.
- (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

(1) General provisions

No charity trustee or connected person may:

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

unless the payment or benefit is permitted by sub-clause (2) of this clause, authorised by the court or 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.

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from HCS as a beneficiary of HCS provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to HCS where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide HCS with goods that are not supplied in connection with services provided to HCS by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to HCS at a reasonable and proper rate which will be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to HCS. The amount of the rent and the other terms of the lease will be

reasonable and proper. The charity trustee concerned will withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of HCS on the same terms as members of the public.

(3) Payment for supply of goods only – controls

HCS and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between HCS and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of HCS 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 will balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to HCS.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

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

- (a) “HCS” includes any company in which HCS:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);

7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with HCS or in any transaction or arrangement entered into by HCS which has not previously been declared; and
- (2) absent himself or herself from any discussions 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 interests of HCS and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause will 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 HCS IF IT IS WOUND UP

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

9. MEMBERSHIP OF HCS

(1) Admission of new members

(a) Eligibility

Membership of HCS is open to any individual who 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 sub-clause (3) of this clause and the Rules of HCS.

No individual shall be excluded from membership of HCS or be debarred from holding office on the grounds of sex, gender, race, colour, religion, sexual orientation or political affiliation.

(b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made by the individual in any reasonable way that they decide and in accordance with the Rules of HCS (namely by audition held by or on behalf of the musical director of HCS).
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days
- (iii) may refuse an application for membership if they believe that it is in the best interests of HCS for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so within 21 days of the decision being taken and give the applicant the opportunity to appeal against the refusal; and
- (v) 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.

(2) Transfer of membership

Membership of HCS 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 HCS has received written notification of the transfer.

(3) Duty of members

- (a) It is the duty of each member to abide by the Rules of the HCS.
- (b) It is the duty of each member of HCS to exercise his or her powers as a member of HCS in the way he or she decides in good faith would be most likely to further the purposes of HCS.
- (c) In order to maintain the expected standards of performance of the choir members are required to be auditioned as required by the Rules of HCS.
- (d) Members of the youth choir (Halcyon Choir) are required to abide by the Rules applicable to that section as laid down by the charity trustees.

(4) Termination of membership

- (a) Membership of HCS comes to an end if:

- (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
 - (ii) the member sends a notice of resignation to the charity trustees; or
 - (iii) any sum of money owed by the member to HCS is not paid in full within the time laid down by the Rules of HCS; or
 - (iv) the charity trustees decide that it is in the best interests of HCS that the member in question should be removed from membership, and pass a resolution to that effect.
 - (v) a member fails to successfully re-audition and on the advice of the Music Director the charity trustees terminate their membership.
- (b) Before the charity trustees take any decision to remove someone from membership of HCS they will:
- (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - (ii) give the member at least 21 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;
 - (iii) at their discretion duly constitute a meeting to consider whether or not the member should be removed from membership;
 - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

HCS may require members to pay reasonable membership fees to HCS including fees for membership of the Halcyon Choir and the cost of hiring or purchasing scores for the purposes of performance.

(6) Honorary Membership

- (a) HCS may elect up to two Honorary Vice Presidents, any number of Honorary Life Members and any person deemed to be awarded the status of 'Emeritus'.
- (b) The honorary status of Life Member may be offered to a Member of not less than three years standing who has, in the opinion of the trustees, rendered valuable service to HCS or its predecessor. An Honorary Life Member shall enjoy all the privileges of membership of HCS without payment of annual subscriptions.
- (c) The honorary post of Vice President or the status of 'Emeritus' may be offered to either an individual who is not a Member or to an existing Life Member who has given exceptional service to HCS or its predecessor.
- (d) Nominations or suggestions for any category of Honorary Membership should be made in writing to the Chairman who will announce them at the next Annual General Meeting where the nomination(s) will be confirmed or otherwise.

(7) President

A President of HCS shall be elected at an Annual General Meeting on the recommendation of the trustees and shall hold office until death or resignation unless removed from office by a resolution of the Members.

(8) Patron

- (a) The title of Patron shall be conferred on an individual who displays a noticeably high level of encouragement and support to HCS.
- (b) A Patron of HCS shall be elected at an Annual General Meeting or Extraordinary General meeting on the recommendation of the trustees and shall hold office until death or resignation unless removed from office by a resolution of the Members.

10. MEMBERS' DECISIONS

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of HCS may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause, any decision of the members of HCS 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.

(3) Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee will be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution will be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve HCS will be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of HCS to one or more other CIOs will be taken in accordance with the provisions of the Charities Act 2011.

11. GENERAL MEETINGS OF MEMBERS

(1) Types of general meeting

There will be an annual general meeting (AGM) of the members of HCS. The first AGM will be held within 18 months of the registration of HCS, and subsequent AGMs will be held at intervals of not more than 15 months. The AGM will receive the annual statement of accounts and the trustees' annual report, and will elect trustees as required under clause 13.

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

All general meetings will be held in accordance with the following provisions:

(2) Calling general meetings

- (a) The charity trustees:
 - (i) will call the annual general meeting of the members of HCS in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.

- (b) The charity trustees will, within 21 days, call a general meeting of the members of HCS if:
 - (i) they receive a request to do so from at least 10% of the members of HCS; and
 - (ii) 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.
- (c) If, at the time of any such request, there has not been any general meeting of the members of HCS for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of HCS will be held within 28 days from the date on which it is called.
- (g) 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.
- (h) A general meeting called in this way will be held not more than 3 months after the date when the members first requested the meeting.
- (i) HCS will 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 HCS shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The charity trustees, or, as the case may be, the relevant members of HCS, will give at least 14 clear days notice of any general meeting to all of the members, and to any charity trustee of HCS who is not a member.
- (b) If it is agreed by not less than 90% of all members of HCS, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 3(a) of this clause have not been met. This sub-clause 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.
- (c) The notice of any general meeting will:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) 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; and
 - (iv) if a proposal to alter the constitution of HCS is to be considered at the meeting, include the text of the proposed alteration;
 - (v) 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 22 (Use of electronic communication), details of where the information may be found on HCS's website.
- (d) 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 48 hours after it was posted or sent.

- (e) 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 HCS.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19 (2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of HCS who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of HCS unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 25% or 35 members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair will adjourn the meeting. The date, time and place at which the meeting will resume will be notified to HCS's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) 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 will be made by a meeting of the members, the meeting will be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(4) (Decisions that will be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands.
- (c) In the event of an equality of votes the chair of the meeting shall have a second, or casting vote.
- (d) 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.

(7) Adjournment of meetings

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

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of HCS and may for that purpose exercise all the powers of HCS. Management will be carried out in accordance with the Rules of HCS and this constitution. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of HCS in the way he or she decides in good faith would be most likely to further the purposes of HCS; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a charity trustee of HCS 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.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (c) 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.

(3) Number of charity trustees

- (a) There will be at least four charity trustees. 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.
- (b) The maximum number of charity trustees is 12. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(4) First charity trustees

The first charity trustees of HCS are –

Bruce Noble
Gillian Walsh
Ruth Pridmore
Amy Wall
Nick Brown
Charles Nightingale
Simon Hawkesworth
Peter Wilmott
Judith Hamilton

13. APPOINTMENT OF CHARITY TRUSTEES

- (1) At every annual general meeting of the members of HCS, one third of the charity trustees shall retire from office. If the number of the 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.
- (2) The charity trustees to retire by rotation shall be those who have been longest in office since their 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 ;
- (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 sub-clause (4) of this clause;
- (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 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded
- (5) A person so appointed by the members of HCS shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. 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. INFORMATION FOR NEW CHARITY TRUSTEES

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

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of HCS's latest trustees' annual report and statement of accounts.

15. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES

- (1) A charity trustee ceases to hold office if he or she:
 - (a) retires by notifying HCS 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);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of twelve months and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the charity, 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;
 - (e) is removed by the members of HCS in accordance with sub-clause (2) of this clause; or
 - (f) 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).
- (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.
- (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 14 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 HCS.

16. REAPPOINTMENT OF CHARITY TRUSTEES

Any person who retires as a charity trustee by rotation or by giving notice to HCS is eligible for reappointment.

17. TAKING OF DECISIONS BY CHARITY TRUSTEES

Any decision may be taken either:

at a meeting of the charity trustees; or

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.

18. DELEGATION BY CHARITY TRUSTEES

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they will 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.
- (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 –
 - (a) committee may consist of two or more persons, but at least one member of each committee will be a charity trustee;
 - (b) the acts and proceedings of any committee will be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. MEETINGS AND PROCEEDINGS OF CHARITY TRUSTEES

(1) Calling meetings

- (a) Any trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. A quorum constitutes a minimum of four charity trustees (of which two should be Executive Officers) or the number nearest to one third of the total number of charity trustees, whichever is greater, 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.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) 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.
- (b) 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.
- (c) Meetings held by electronic means will comply with rules for meetings, including chairing and the taking of minutes.

20. SAVING PROVISIONS

- (1) Subject to sub-clause (2) of this clause, 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:
 - who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - 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.
- (2) Sub-clause (1) of this clause 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 (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. EXECUTION OF DOCUMENTS

- (1) HCS shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.
- (3) If HCS has a seal:
 - (a) it will comply with the provisions of the General Regulations; and
 - (b) it will 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.

22. USE OF ELECTRONIC COMMUNICATIONS

(1) General

HCS will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To HCS

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

(3) By HCS

- (a) Any member or charity trustee of HCS, by providing HCS with his or her email address or similar, is taken to have agreed to receive communications from HCS in electronic form at that address, unless the member has indicated to HCS his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –
 - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
 - (ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling Meetings); and
 - (iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with HCS's powers under clause 10.
- (c) The charity trustees will:
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
 - (ii) 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.

23. KEEPING OF REGISTERS

HCS will 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.

24. MINUTES

The charity trustees will keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of HCS;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

25. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

- (1) The charity trustees will 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 will be sent to the Charity Commission, regardless of the income of HCS, within 10 months of the financial year end.
- (2) The charity trustees will comply with their obligation to inform the Commission within 28 days of any change in the particulars of HCS entered on the Central Register of Charities.

26. 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 HCS, but such rules or bye laws will not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force will be made available to any member of HCS on request.

27. DISPUTES

If a dispute arises between members of HCS 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 will first try in good faith to settle the dispute by mediation before resorting to litigation.

28. AMENDMENT OF CONSTITUTION

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of HCS; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of HCS.
- (2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of HCS or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of HCS's constitution as amended, will be sent to the Commission within 15 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.

29. VOLUNTARY WINDING UP OR DISSOLUTION

- (1) As provided by the Dissolution Regulations, HCS may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve HCS can only be made:
 - (a) at a general meeting of the members of HCS called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) 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
 - (b) by a resolution agreed in writing by all members of HCS.

- (2) Subject to the payment of all HCS's debts:
 - (a) Any resolution for the winding up of HCS, or for the dissolution of HCS without winding up, may contain a provision directing how any remaining assets of HCS shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees will decide how any remaining assets of HCS shall be applied.
 - (c) In either case the remaining assets will be applied for charitable purposes the same as or similar to those of HCS.
- (3) HCS will observe the requirements of the Dissolution Regulations in applying to the Commission for HCS to be removed from the Register of Charities, and in particular:
 - (a) the charity trustees will send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of HCS;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of HCS have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of HCS has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees will ensure that a copy of the application is sent within seven days to every member and employee of HCS, and to any charity trustee of HCS who was not privy to the application.
- (4) If HCS is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations be followed.

30. INTERPRETATION

In this constitution:

"connected person" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (i) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012.

“**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “**Communications Provisions**” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“**charity trustee**” means a charity trustee of HCS.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.