

## Constitution

Adopted on the 6<sup>th</sup> December 2016

### PART 1

#### 1. Adoption of the constitution

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

#### 2. Name

(1) The association's name is

**WALLINGTON COUNTY GRAMMAR SCHOOL PARENTS, TEACHERS AND FRIENDS ASSOCIATION**

(and in this document it is called the charity).

(2) Within this document the "School" shall refer to Wallington County Grammar School, Croydon Road, Wallington, Surrey, London, SM6 7PH as managed by the Folio Education Trust or its successor organisations.

#### 3. Objects

The object ("the objects") of the charity is to advance the education of the pupils in the School. In furtherance of this object the charity may:

- a) Develop more extended relationships between the Staff, Parents and/or Guardians and others associated with the School.
- b) Engage in activities which support the School and advance the education of the pupils attending it.
- c) Provide and assist in the provision of facilities for education at the School (not normally provided by the Local Education Authority).

#### 4. Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:
- (a) A benefit from the charity in the capacity of a beneficiary of the charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

## **5. Benefits and payments to charity trustees and connected persons**

### **(1) General provisions**

No charity trustee or connected person may:

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

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

### **(2) Scope and powers permitting trustees’ or connected persons benefits**

- (a) A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 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 the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

**(3) Payment for supply of goods only – controls**

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

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - (c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
  - (f) The reason for their decision is recorded by the charity trustees in the minute book.
  - (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) 'the charity' includes any company in which the charity:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or
    - (iii) has the right to appoint one or more trustees to the board of the company.
  - (b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

**6. Dissolution**

The charity may be dissolved by a Resolution presented at a Special General Meeting called for this purpose. The Resolution must have the assent of two thirds of those present and voting. Such Resolution may give instructions for the disposal of any assets remaining after satisfying any outstanding debts and liabilities. These assets are not to be distributed among the members of the charity but will be given to the School for the benefit of the children of the School, or in the event of a School closure, to the School to which the majority of the children of the closing School will go, in any manner which is exclusively charitable in law. If effect cannot be given to this provision then the assets can be given to some other charitable purpose.

## 7. Amendment of constitution

No alteration to this Constitution may be made except at the Annual General Meeting or a Special General Meeting called for this purpose. No amendments or alterations may be made without prior written permission of the Charity Commission to Clauses 3, 6 and 7 and no alteration may be made which could cause the Association to cease to be a Charity in law. Alterations to the Constitution must receive the assent of two thirds of the members present and voting at an AGM or Special General Meeting.

## Part 2

### 8. Membership

- (1) Parents/legal guardians of all pupils at the School automatically become members of the charity.
- (2) All persons employed by the School are eligible to be members of the charity
- (3) Parents/legal guardians who no longer have children at the School and other persons who have an interest in the well-being of the School and its pupils may be accepted as Friends of the School. Friends of the School are entitled to full membership with the exception that they may not hold office as Chair, Secretary or Treasurer.
- (4) The trustees may require applications for membership to be made in any reasonable way that they decide.
- (5)
  - (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
  - (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (6) Membership is not transferable to anyone else.

### 9. Termination of membership

Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;

- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
- (a) the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

## 10. General meetings

- (1) An annual general meeting must be held during the first term of each school year and not more than fifteen months may elapse between successive annual general meetings.
- (2) The trustees may call a general meeting at any time.
- (3) A general meeting shall be held at least once each School term.
- (4) The trustees must call a general meeting if requested to do so in writing by at least 50 members. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a general meeting but in doing so they must comply with the provisions of this constitution.

## 11. Notice

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the trustees.

## 12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum for an annual general meeting, a general meeting to authorise disbursements under clause 16(2) or a general meeting to dissolve the charity or amend the constitution in accordance with clauses 6 and 7 respectively is fifteen members entitled to vote upon the business to be conducted at the meeting. A quorum for any other general meeting is six members, of which a minimum of two must be trustees.
- (3) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or

- (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- (4) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

### **13. Chair**

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

### **14. Adjournments**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

### **15. Votes**

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

### **16. Restriction on financial disbursement votes**

- (1) Where a quorum is present, a general meeting may authorise by majority vote, the disbursement of funds from the parental voluntary contributions account without limit at the request of the School and the disbursement of other funds for the benefit of students at the School for individual requests of amounts up to, and including, £5,000, but may not authorise more than £10,000 in total, but subject to clause 16(2).
- (2) Where a quorum is present, a general meeting may authorise by majority vote, the disbursement of funds for the benefit of students at the School of an unlimited amount within the funds available to the charity, subject to the full details of the request(s) having been circulated to all members a minimum of 14 days before the meeting, clearly stating that a vote will be taken.

- (3) The President and Local Advisory Board will have the ultimate decision on all educational matters.

### **17. Officers and trustees**

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called “the trustees”.
- (2) There must be at least four charity trustees. If the number falls below this minimum, the remaining trustee or trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.
- (3) The maximum number of charity trustees is ten.
- (4) There shall be:
- (a) Not less than three, nor more than nine, elected charity trustees;
  - (b) Not more than one ex officio charity trustee.
- (5) The charity shall have the following officers:
- (a) A chair,
  - (b) A secretary,
  - (c) A treasurer.
- (6) A trustee must be a member of the charity.
- (7) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 22.
- (8) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

### **18. Ex officio charity trustee**

- (1) The Head of the School shall automatically be the President of the charity, by virtue of holding that office (“ex officio”), and shall automatically be the ex officio charity trustee.
- (2) The President may delegate his authority to a School staff member to attend general meetings and vote on his behalf.
- (3) If unwilling to act as an ex officio charity trustee, the office holder may:
- (1) before accepting appointment as an ex officio charity trustee, give written notice in writing to the trustees of his or her unwillingness to act in that capacity; or
  - (2) after accepting appointment as an ex officio charity trustee, resigns by giving written notice to the trustees.
- (3) The office of ex officio charity trustee will then remain vacant until the holder:
- (a) ceases to hold office; or

- (b) reverses the decision not to act as ex officio charity trustee; or
- (c) appoints another member of the School senior leadership team to the office of ex officio charity trustee

### **19. Appointment of elected trustees**

- (1) The charity in general meeting shall elect the officers and the other trustees.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, they may also appoint trustees to act as officers.
- (3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the charity is given a notice that:
  - (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5)
  - (a) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
  - (b) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

### **20. Information for new trustees**

- (1) 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 the charity's latest report of the trustees and financial statements.

### **21. Powers of trustees**

- (1) The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
  - (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
  - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
  - (j) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
  - (k) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

## **22. Disqualification and removal of trustees**

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

- (1) Is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) 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;
- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

### **23. Proceedings of trustees**

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (4) Any decision may be taken at a meeting of trustees by majority vote of those present provided that;
  - (c) no disbursement of charity funds to the School shall be authorised; and
  - (d) no expenditure of sums totalling greater than £750 for the organisation and facilitation of charity events shall be authorised.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustee duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

## 24. Conflicts of interests and conflicts of loyalties

A charity trustee must:

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

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

## 25. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - (a) who is disqualified from holding office;
  - (b) who had previously retired or who had been obliged by this constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (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 sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 24 (Conflicts of interests and conflicts of loyalties).

## 26. Delegation

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.

- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

## **27. Irregularities in proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if, without:
- (d) the vote of that trustee; and
  - (e) that trustee being counted in the quorum,
- the decision has been made by a majority of the trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
- (a) the trustees
  - (b) any committee of the trustees
  - (c) the charity in general meeting
- shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

## 28. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:
  - (a) the names of the trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

## 29. Accounts, Annual Report, Annual Return

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
  - (a) the keeping of accounting records for the charity;
  - (b) the preparation of annual statements of account for the charity;
  - (c) the transmission of the statements of account to the Commission;
  - (d) the preparation of an Annual Report and its transmission to the Commission;
  - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## 30. Registered particulars

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

## 31. Property

- (1) The trustees must ensure the title to:
  - (a) all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
  - (b) all investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- (3) The trustees may remove the holding trustees at any time.

### 32. Insurance

The trustees must insure suitably in respect of public liability.

### 33. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.
- (2) The charity may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
  - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
  - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

### 34. Rules

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;

- (d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
  - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
  - (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
  - (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

### **35. Disputes**

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

### **36. Governance of WCGSPTFA Limited**

- (1) The charity shall operate a "Private company limited by guarantee without share capital", named WCGSPTFA Limited (company number 10503443).
- (2) WCGSPTFA Limited shall be used for all external trading activities associated with the charity
- (3) WCGSPTFA Limited shall be run for the benefit of the charity and it will gift total net realised income to the charity. This will be set out in the Articles of WCGSPTFA Limited.
- (4) To provide governance of WCGSPTFA Limited, the trustees of the charity shall appoint all of the Directors of WCGSPTFA Limited.
- (5) All Directors appointed to WCGSPTFA Limited must meet the eligibility criteria set out in the Articles of WCGSPTFA Limited.
- (6) The charity Chair shall not be eligible as a WCGSPTFA Limited Director as this will create a conflict of interest with maintaining the external governance oversight on behalf of the charity.
- (7) All Directors shall be eligible for reappointment if they are members of the charity at the time of reappointment.
- (8) Where a Director of WCGSPTFA Limited resigns, is removed from, or is no longer eligible for membership of the charity, then said person shall resign as a Director at that time.
- (9) One of the Directors shall be required to make a verbal or written report on WCGSPTFA Limited's trading and financial activities to the charity Chair at each charity

general meeting. The Chair of the charity shall then ensure that the members of the charity are given the opportunity and if necessary vote on any proposed long term or major changes to the trading activities of WCGSPTFA Limited.

- (10) In addition to reports for meetings listed in sub clause (9), a copy of the WCGSPTFA Limited annual company returns, as submitted to Companies House and HMRC, are required to be deposited with the charity Secretary.
- (11) The charity maintains oversight of WCGSPTFA Limited, and will pass on long term, strategic guidance, which the charity appointed directors should endeavour to implement. If they are aware of other issues that negate or conflict that guidance, they will revert to the charity for further discussion and amended guidance.
- (12) Routine oversight of activities and short term management and financial decisions shall be left to the Directors of WCGSPTFA Limited.

**37. Interpretation**

In this constitution “connected person” means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
  - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
  - (b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which –
  - (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

**Signatures**

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