



## Constitution of the Lytham Heritage Group

Charity Registration number: 701152

Formed:	4 February 1987
Constitution adopted:	3 November 1988
Registered:	3 February 1989
Constitution amended:	2 April 1990
	9 June 2010
	10 November 2010
	15 June 2011

Constitution rewritten in line with  
Commission model text [no  
change to name or objects]:

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## PART 1

### 1. Adoption of the constitution

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

### 2. Name

The association's name is The Lytham Heritage Group (and in this document it is referred to as LHG).

### 3. Objects

The charity's objects ('the objects') are:

- (1) The Group is established for the public benefit for the following purposes relating to the area comprising the Ancient Parish of Lytham that shall hereinafter be referred to as 'the Area of Benefit':
  - (a) to educate the public about the geography, history and natural history, archaeology and architecture
  - (b) to preserve, protect, develop and improve buildings of historic or architectural interest for the public benefit
  - (c) to foster and stimulate public interest in its history and heritage.
  - (d) to form and to encourage other institutions to form a collection of photographs, documents, films and other artefacts of an educational and historical nature and to make these available for public exhibition from time to time.
- (2) In furtherance of the said purposes, the Group shall have the following powers:
  - (a) to acquire and store relevant information and material, through acquisition or donation or otherwise.
  - (b) to promote research into subjects directly connected with the objects of the Group and to publish the results of any such research.
  - (c) to record contemporary life with a view to making a permanent record of contemporary history.
  - (d) to achieve these objects by means of meetings, exhibitions, formation and support of museums, lectures, fund raising or specific acquisitions and other work for furtherance of these aims.
  - (e) to affiliate with such other societies and associations as the Group may determine.
  - (f) to promote or assist in promoting relevant activities of a charitable nature throughout the Area of Benefit.
  - (g) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise.

- (h) to acquire by purchase, gift or otherwise, property, whether subject to any special trust or not.
- (i) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or funds of the Group as shall be necessary.
- (j) to borrow or raise money for the purposes of the Group on such terms and on such security so that the liability of the individual members of the Group shall in no case extend beyond the amount of their annual respective subscription.
- (k) to do all such other lawful things as are necessary for the attainment of the said purposes.

#### **4. Application of income and property**

- (3) The income and property of LHG shall be applied solely towards the promotion of the objects.
  - (l) An LHG 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 LHG.
  - (m) An LHG 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.
- (4) None of the income or property of LHG 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 LHG.

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

- (1) General provisions

No LHG trustee or connected person may:

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

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) An LHG trustee or connected person may receive a benefit from LHG in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- (b) An LHG 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 LHG 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 an LHG trustee or connected person may provide LHG with goods that are not supplied in connection with services provided to LHG by the trustee or connected person.
- (d) An LHG 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) An LHG 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) An LHG 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 LHG and its 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 LHG and the 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 LHG 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 trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with an LHG 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 LHG.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
- (f) The reason for their decision is recorded by the LHG trustees in the

meeting minutes.

- (g) A majority of the LHG 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) 'LHG' includes any company in which LHG:
    - (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**

- (1) If the members resolve to dissolve LHG the trustees will remain in office as charity trustees and be responsible for winding up the affairs of LHG in accordance with this clause.
- (2) The trustees must collect in all the assets of LHG and must pay or make provision for all the liabilities of LHG.
- (3) The trustees must apply any remaining property, artefacts or money:
  - (a) directly for the objects;
  - (b) by transfer to any charity or charities for purposes the same as or similar to LHG;
    - (i) If it is not possible to transfer any to an appropriate charity, preference is given to depositing them with the Lancashire Museum Service.
  - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve LHG specifying the manner in which the trustees are to apply the remaining property or assets of LHG and the trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of LHG be paid to or distributed among the members of LHG (except to a member that is itself a charity).
- (6) The trustees must notify the Commission promptly that LHG has been dissolved. If the trustees are obliged to send the LHG accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the LHG final accounts.
- (7) On dissolution, the minute book and other records of LHG shall be deposited with the Lancashire Record Office.

## **7. Amendment of constitution**

- (1) The LHG may amend any provision contained in Part 1 of this constitution provided that:

- (a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
  - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
  - (c) no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to charity trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of the Charity Commission;
  - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
  - (3) A copy of any resolution amending this constitution shall be sent to the Charity Commission within twenty one days of it being passed.

## Part 2

### 8. Membership

- (1)
  - (a) Membership is open to individuals over eighteen or organisations who are approved by the trustees.
  - (b) Junior membership is available to individuals under 18. Junior members will not have voting rights or any responsibilities.
- (2)
  - (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.
- (3) Membership is not transferable to anyone else.
- (4) The trustees must keep a register of names and addresses of the members which must be made available to any member upon request.
- (5) All members over the age of 18 will be entitled to vote regardless of whether membership is based on an individual or family subscription.

### 9. Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within three months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the LHG that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (d) 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;
  - (e) 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 of members

- (1) An annual general meeting must be held annually and not more than fifteen

months may elapse between successive annual general meetings.

- (2) All general meetings other than annual general meetings shall be called special general meetings.
- (3) The trustees may call a special general meeting at any time.
- (4) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. 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 special general meeting but in doing so they must comply with the provisions of this constitution.
- (5) Notice of an AGM should include: agenda, previous minutes, Trustees Annual Report, annual accounts and Trustee nominations.

### **11. Notice**

- (1) The minimum period of notice required to hold any general meeting 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 is:
  - (a) 15 members entitled to vote upon the business to be conducted at the meeting; or
  - (b) one tenth of the total membership at the time, whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- (5) 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.
- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that



time shall constitute the quorum for that meeting.

### **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.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

### **16. Representatives of other bodies**

- (1) Any organisation that is a member of LHG may nominate any person to act as its representative at any meeting of LHG.
- (2) The organisation must give written notice to LHG of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by LHG. The nominee may continue to represent the organisation until written notice to the contrary is received by LHG.
- (3) Any notice given to LHG will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been

revoked. LHG shall not be required to consider whether the nominee has been properly appointed by the organisation.

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

- (1) LHG and its property shall be managed and administered by a Trustee Management Committee [TMC] comprising the officers and other members elected in accordance with this constitution. The officers and other members of the TMC shall be the trustees of LHG and in this constitution are together called 'the trustees'.
- (2) LHG shall have the following officers:
  - (a) A chair,
  - (b) A secretary,
  - (c) A treasurer.
- (3) A trustee must be a member of LHG or the nominated representative of an organisation that is a member of LHG.
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20.
- (5) The number of trustees shall be not less than 4 and up to a maximum of 12.
- (6) A trustee may not appoint anyone to act on his or her behalf at the TMC.

### **18. Appointment of trustees**

- (1) The membership in general meeting shall elect the officers and the other trustees.
- (2) The trustees may, at any time, 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. All appointments are to be confirmed through election at general meeting, as per sub-clause (1) of this clause.
- (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) Trustee nominations sent out prior to the AGM [in accordance with 10(5)] shall:
  - (a) be signed by a member entitled to vote at the meeting;
  - (b) state the member's intention to propose the appointment of a person as a trustee or as an officer;
  - (c) be 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.

- (c) In the event that the nominations exceed the number of vacancies, a secret ballot shall take place at the AGM.

(6) President

- (a) A President may be appointed at the AGM.
- (b) The role of the President will be to promote LHG and the decisions of the trustees and to act as an ambassador and public face to the group.
- (c) The President has no voting rights but they may also be a Trustee.

## **19. 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.

## **20. 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.

## **21. Proceedings of the Trustee Management Committee [TMC]**

- (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, with at least seven days notice, of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be three 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 the TMC 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 trustees 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.
- (15) To cater for urgent decision making between TMC meetings, the Chair may make decisions where it is not feasible to convene a meeting of the trustees. Such decisions must be made within the LHG policies already agreed by the trustees and must be notified to them. Any such decisions should be reviewed and subject to confirmation by the trustees at their next meeting.

## **22. Conflicts of interests and conflicts of loyalties**

A 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 LHG or in any transaction or arrangement entered into by LHG which has not been previously declared; and
- (2) absent himself or herself from any discussions of trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of LHG and any personal interest (including but not limited to any personal financial interest).

Any 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 trustees on the matter.

## **23. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the LHG 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 an LHG trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees if, but for sub-clause (1), the resolution would have been void, or if the trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

## 24. Delegation

- (1) The trustees may delegate any of their powers or functions to a sub-committee of at least one trustee and any other member or individual, 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 sub-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 sub-committees must be fully and promptly reported to the trustees.

## 25. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the TMC, 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 TMC or of a committee of trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
  - (a) the TMC
  - (b) any committee of the trustees
  - (c) the charity in general meetingshall 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.

## **26. 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 TMC and other meetings 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.
- (4) Minutes should be available to all members on request

## **27. 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 Charity 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.

## **28. Registered particulars**

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

## **29. Property**

All land / property owned by LHG is vested in the Official Custodian for Charities.

## **30. Repair and insurance**

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## **31. 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.

### **32. 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 LHG (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 LHG in relation to one another, and to any LHG employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of LHG'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 TMC 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 LHG 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) LHG 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 LHG.
- (5) The rules or bye-laws shall be binding on all members of LHG. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

**33. Disputes**

If a dispute arises between members of LHG 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.

**34. 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 LHG 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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