

Final Draft 30-3-18

THE BEDFORD PARK SOCIETY
(Registered charity no 288204)

CONSTITUTION

as adopted by the members in General Meeting on []

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THE BEDFORD PARK SOCIETY
CONSTITUTION
as adopted by the members in General Meeting on []

1. Name

The name of the association is The Bedford Park Society (the "Society").

2. Objects

- 2.1 The Society is established for the public benefit for the following purposes in respect of the locality known as Bedford Park, in Chiswick, London W4, (which is bounded by Abinger Road, Woodstock Road, Whellock Road, Speldhurst Road, St Albans Avenue, Kingscote Road, South Parade, Bath Road, Flanders Road and Gainsborough Road and includes the two conservation areas designated by the London Boroughs of Ealing and Hounslow) (the "Bedford Park area"):
- (a) to promote and endeavour to secure the preservation and protection of the buildings in the Bedford Park area that are now or ought to be listed on the statutory list of buildings of special architectural or historic interest or designated as an asset of community value and other buildings and features of historic, architectural, environmental or public interest and importance in the conservation areas or that significantly contribute to the general character and ambience of the Bedford Park area; and/or
 - (b) to promote and endeavour to secure high standards of design, architecture, construction and planning for buildings, additions and developments in or affecting the Bedford Park area; and/or
 - (c) to promote and endeavour to secure high standards of maintenance and improvement of the buildings, trees, fabric, infrastructure, public amenities, streetscape and environment in or affecting the Bedford Park area; and/or
 - (d) to promote the advancement of education of the public concerning the special architectural and historic interest and character of the Bedford Park area; and/or
 - (e) to promote the advancement of culture, heritage and civic pride, concerning the Bedford Park area; and/or
 - (f) such other charitable purposes consistent with the above as the Executive Committee in their absolute discretion determine from time to time.
- 2.2 Nothing in this Constitution shall authorise an application of the property of the Society for purposes that are not charitable.

3. Membership

- 3.1 Membership of the Society is open to individuals over eighteen who are interested in the aims of the Society and who are approved by the Executive Committee.
- 3.2 The annual membership subscription shall be such sum as may be determined from time to time by the Executive Committee, including any concessionary rates as it may determine.
- 3.3 The Executive Committee may by resolution refuse an application for membership or terminate the membership of an existing member, if in either case it considers it to be in the best interests of the Society to do so.
- 3.4 A resolution to refuse or terminate membership may only be passed if (i) the applicant or member has been given at least 21 days' notice in writing of the proposed resolution and the reasons why it is to be proposed; and (ii) the applicant or member has been given a reasonable opportunity to make representations on it. The Executive Committee's decision must be notified to the applicant or member in writing but shall be final.
- 3.5 The members of the Society may, at the Annual General Meeting, elect Life Members of the Society who shall be exempt from the payment of any subscription.
- 3.6 The Executive Committee shall keep a register of the names, addresses and contact details of the members.
- 3.7 A person shall cease to be a member of the Society if:
 - (a) the member dies;
 - (b) the member's renewal subscription remains unpaid six months after it is due;
 - (c) the member terminates his or her membership by written notice to the Society provided that, after the termination, there would remain three or more members of the Society;
 - (d) the Executive Committee passes a resolution in accordance with clauses 3.3 and 3.4 in respect of the member.
- 3.8 Membership is not transferable.

4. General meetings - Convening and Notice

- 4.1 A general meeting of the Society for the purposes below (the "Annual General Meeting") must be held in every calendar year and not more than fifteen months may elapse between successive Annual General Meetings. The business of the Annual General Meeting shall be:
 - (a) to receive the Executive Committee's annual report;

- (b) to receive the audited or independently examined statements of account for the preceding financial year;
 - (c) to elect members of the Executive Committee; and
 - (d) to conduct any other business notice of which has been given in or with the notice convening the Meeting.
- 4.2 Any general meeting other than Annual General Meetings shall be called a "Special General Meeting".
- 4.3 The Executive Committee may call a Special General Meeting at any time.
- 4.4 The Executive Committee must call a Special General Meeting if requested to do so in writing by at least twenty paid-up members of the Society or, if lower, such number of paid-up members equal to one-tenth of the total number of paid-up members, but in any event not less than five paid-up members. The request must state the nature of the business that is to be discussed. If the Executive Committee fails 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.
- 4.5 Not less than 21 clear days' notice shall be given for the holding of any general meeting of the Society.
- 4.6 The notice calling any general meeting must specify the date, time and place of the meeting and the general nature of the business to be transacted and whether the meeting is to be an Annual General Meeting or a Special General Meeting.

5. General Meetings - Quorum

- 5.1 No business shall be transacted at any general meeting unless a quorum is present.
- 5.2 A quorum is:
- (a) twenty paid-up members of the Society; or
 - (b) if lower, paid-up members equal in number to one-tenth of the total number of paid-up members;
- but (c) in any event not less than five paid-up members at the date of the meeting;
- being in each case members personally present and entitled to vote upon the business to be conducted at the meeting.
- 5.3 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 date, time and place as the Executive Committee shall determine, except that where the general meeting has been called by request of members under clause 4.4, the meeting shall be dissolved.

- 5.4 The Executive Committee shall re-convene the adjourned meeting and shall by notice on the Society's website give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- 5.5 If no quorum as set out above 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, being not less than five in number personally present and entitled to vote upon the business to be conducted at the meeting, shall constitute the quorum for that meeting.
- 5.6 If any meeting, having been quorate, becomes inquorate, this will not invalidate earlier, quorate decisions.

6. General Meetings - Chairing of Meetings

- 6.1 General meetings shall be chaired by the Chairman of the Society or, in his or her absence, by the Vice-Chairman, or in his or her absence a member of the Executive Committee nominated by it.
- 6.2 If the Chairman or nominated member is not present within fifteen minutes of the time appointed for the meeting, the members of the Executive Committee present shall elect one of their number to be chairman of the meeting and, if there is only one such member present and willing to act, he or she shall be chairman.
- 6.3 If no member of the Executive Committee 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 shall choose one of their number to chair the meeting.

7. General Meetings - Adjournments

- 7.1 The chairman of the meeting may, with the consent of the meeting at which a quorum is present, and shall, if the meeting so resolves, adjourn the meeting from time to time and from place to place.
- 7.2 The chairman must decide the date, time and place at which the meeting is to be re-convened (unless those details are specified in the resolution).
- 7.3 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.
- 7.4 If a meeting is adjourned 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.

8. General Meetings - Votes

- 8.1 Each member shall have one vote but if there is an equality of votes the chairman of the meeting shall have a second or casting vote in addition to any other vote he or she may have.
- 8.2 Voting procedure

- (a) A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result a poll of the persons present in person or by proxy is demanded by the chairman or by at least two members present at the meeting.
 - (b) If the chairman declares the result of the show of hands and an entry to that effect is made in the minutes of the meeting and no poll is duly demanded, this shall be conclusive evidence of the result without further proof of the votes recorded.
 - (c) A poll shall be taken as the chairman directs. Any demand for a poll may with the consent of the chairman be withdrawn before the poll is taken, and a demand so withdrawn shall not invalidate any prior declaration of the result of a show of hands.
 - (d) The demand for a poll shall not prevent the meeting continuing for the transaction of any business other than the question on which the poll was demanded.
 - (e) A member may appoint another member to be his or her proxy at any general meeting, such appointment to be in writing in usual or common form and lodged with the Society not later than 48 hours before the scheduled time of the meeting.
- 8.3 A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be as effective as a resolution passed at a duly held general meeting. It may consist of several copies each signed by or on behalf of one or more members.

9. Executive Committee

- 9.1 The Society and its property shall be managed and administered by a committee (the "Executive Committee") in accordance with this Constitution.
- 9.2 The members of the Executive Committee (including the Officers and any co-opted members) shall be the Society's charity trustees (as defined in section 177 of the Charities Act 2011), having the general control and management of the administration of the Society and may take decisions on its behalf. For the avoidance of doubt any reference to a trustee in this Constitution shall include any member of its Executive Committee.
- 9.3 Every member of the Executive Committee must be a paid-up member of the Society.
- 9.4 No one may be appointed as a member of the Executive Committee or hold office as an Officer, if he or she would be disqualified from acting as a trustee under the provisions of clause 14.
- 9.5 There shall be not fewer than four and not more than twelve members of the Executive Committee (inclusive of the Officers and any co-opted members).

10. Appointment of Executive Committee

- 10.1 The Society in general meeting shall elect the members of the Executive Committee.
- 10.2 At each Annual General Meeting a maximum of six persons may be elected to the Executive Committee.
- 10.3 Each member of the Executive Committee so elected shall retire with effect from the conclusion of the third Annual General Meeting after the meeting at which he or she was elected. A member may also retire with effect from any earlier point in time.
- 10.4 Any retiring member of the Executive Committee shall be eligible for re-election provided that a member of the Executive Committee holding office for nine consecutive years commencing on the date of adoption of this Constitution or, if later, the date of first appointment shall thereupon retire for a period of not less than twelve months before being eligible for re-election.
- 10.5 Nominations for election to membership of the Executive Committee shall be in writing and shall be delivered to the Secretary at least two weeks before the date of the Annual General Meeting. Such nominations shall be supported by a proposer and a seconder and shall have the written consent of the nominee endorsed on the proposal form. Nominations shall only be valid if at the date of the nomination, the nominee and his or her proposer and seconder are all paid-up members of the Society. The Secretary shall publish the names and other details of the nominees on the Society's website for not less than seven days prior to the Annual General Meeting.
- 10.6 Each nominee for election to the Executive Committee shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest that the nominee knows is, or has reason to believe may be, of concern to the Society.
- 10.7 If the number of nominations exceeds the number of vacancies, a ballot shall take place in such manner as shall be determined by the chairman at the Annual General Meeting.

Co-options

- 10.8 The Executive Committee shall have power to co-opt paid-up members of the Society to be members of the Executive Committee, provided that not more than six members so co-opted may hold office at the same time and subject to the total number of members of the Executive Committee not exceeding the maximum stated in clause 9.5. A co-opted member shall be counted in the quorum and may vote as a member of the Executive Committee and be appointed as an Officer and shall be a charity trustee of the Society.
- 10.9 Any member so co-opted shall hold office only until the conclusion of the next following Annual General Meeting but shall be eligible for election at that meeting. If the member does not stand for election to the Executive

Committee and/or is not so elected, he or she may not again be co-opted to the Executive Committee before the subsequent Annual General Meeting.

11. Officers

11.1 The Society shall have the following officers (each an "Officer"):

- (a) Chairman
- (b) Vice-Chairman
- (c) Secretary
- (d) Treasurer

11.2 The Officers shall be elected every year by the Executive Committee as set out in this clause.

11.3 Not later than two months after every Annual General Meeting, the Executive Committee shall hold a meeting for the purposes of electing the Officers of the Society from amongst the members of the Executive Committee and shall so elect the Officers.

11.4 Each Officer shall relinquish office with effect from the conclusion of the meeting of the Executive Committee that is due to be held under Clause 11.3 after the next Annual General Meeting but so that that the Officers still serving shall remain in office with full powers until the next Officers elected by the Executive Committee have assumed office.

11.5 Subject to clause 11.6, Officers relinquishing office may stand for immediate election to the same or any other Office.

11.6 The Chairman shall not hold office as Chairman for more than six consecutive years commencing on the date of adoption of this Constitution or, if later, the date of first appointment and accordingly at the end of such period he or she shall thereupon retire as Chairman for a period of not less than twelve months before being eligible again for re-election as Chairman.

11.7 The Executive Committee shall at any time have the power to fill casual vacancies occurring among the Officers of the Society to hold office in accordance with this clause 11.

12. President

12.1 The members in general meeting may also elect a President of the Society for such period as decided by the general meeting or, if no period is decided, for such period, not exceeding five years, as shall be determined by the Executive Committee, such period commencing on the date of adoption of this Constitution or, if later, the date of first appointment.

12.2 The members in General Meeting may resolve to remove any President.

12.3 The President shall not be a member of the Executive Committee and shall take no part in the management of the Society and shall not have power to bind the Society.

12.4 The President may by invitation of the Executive Committee attend any meeting of the Executive Committee but shall not be counted in the quorum or vote at any such meetings.

13. Powers of Executive Committee

13.1 The Executive Committee shall manage the business of the Society and have the following powers in order to further the objects (but not for any other purpose):

- (a) power to raise funds and to invite and receive contributions, provided that in doing so, the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (b) power to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) power to sell, lease or otherwise dispose of all or any part of the property belonging to the Society, subject to complying as appropriate with sections 117 - 122 of the Charities Act 2011;
- (d) power 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, subject to complying as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
- (e) power to co-operate with other charities, voluntary bodies and statutory authorities, individuals and corporate bodies and to exchange information and advice with them;
- (f) power to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (g) power to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- (h) power to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) power to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
- (j) power to open and operate such bank and other accounts as the Executive Committee 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) power to employ such staff (who must not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (l) power to do all such other lawful things as are necessary for the achievement of the objects.

14. Disqualification and removal of members of Executive Committee

14.1 An Officer or any other member of the Executive Committee shall cease to hold Office and/or membership of the Executive Committee if he or she:

- (a) is disqualified from acting as a trustee of a charity by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (b) ceases to be a paid-up member of the Society;
- (c) in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (d) resigns as a member of the Executive Committee by notice to the Society (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect);
- (e) is absent without the permission of the Executive Committee from all its meetings held within a period of six consecutive months and the Executive Committee resolve that he or she shall cease to hold office; or
- (f) is the subject of a resolution of the Executive Committee that it considers it to be in the best interests of the Society that he or she shall cease to be a member of the Executive Committee, such resolution being passed by all other members of the Executive Committee, after the relevant member has been given a reasonable opportunity to make representations on it.

15. Proceedings of Executive Committee

15.1 The Executive Committee may regulate its proceedings as it thinks fit, subject to the provisions of this Constitution.

15.2 Any member of the Executive Committee may call a meeting of the Executive Committee.

15.3 The Secretary must call a meeting of the Executive Committee if requested to do so by one of its members.

15.4 A member of the Executive Committee may not appoint anyone to act on

his or her behalf at meetings of the Executive Committee.

- 15.5 Questions arising at a meeting shall be decided by a majority of votes.
- 15.6 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 15.7 No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made.
- 15.8 The quorum shall be two or, if greater, such whole number as is equal to, or next above, one-third of the then number of serving members of the Executive Committee, and an Officer must be present amongst their number.
- 15.9 A member shall not be counted in the quorum present when any decision is made about a matter upon which that member is not entitled to vote.
- 15.10 If the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing member(s) of the Executive Committee may act only for the purpose of filling vacancies or of calling a general meeting of the Society. Where a Special General Meeting is called pursuant to this clause 15.10 to elect members of the Executive Committee, the provisions of clause 10 shall apply as if the references to Annual General Meeting in clauses 10.2, 10.5, 10.6 and 10.7 were references to such meeting.
- 15.11 The person elected as the Chairman shall chair meetings of the Executive Committee.
- 15.12 If the Chairman is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Vice Chairman shall chair the meeting, and, in his or her absence, the members of the Executive Committee present may appoint one of their number to chair that meeting.
- 15.13 The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Executive Committee.
- 15.14 A meeting may be held by telephone conference call or similar provided that each person participating is able to hear each other person participating on the call.
- 15.15 A resolution in writing signed by all the Executive Committee entitled to receive notice of a meeting of the Executive Committee or of a committee of the Executive Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of the Executive Committee duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members.

15.16 No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.

15.17 Any meeting of Executive Committee at which a quorum is present at the time a decision is made may exercise all the powers exercisable by the Executive Committee in respect of such decision.

16. Conflicts of interests and conflicts of loyalties

16.1 Every member of the Executive Committee must:

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

16.2 Any member of the Executive Committee 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 members of the Executive Committee on the matter.

16.3 Notwithstanding that a member of the Executive Committee:

- (a) who at the relevant time was disqualified from holding office; or
- (b) who had previously retired or who had been obliged by this Constitution to vacate office; or
- (c) who was not entitled to vote on a matter, whether by reason of a conflict of interests or otherwise;

participated in the quorum or voted on a resolution on such matter by the Executive Committee, or any sub-committee thereof, that resolution shall not thereby be invalidated so long as, had that member been excluded from the quorum and vote on the resolution, the resolution would still have been passed by a majority of the Executive Committee in a quorate meeting.

16.4 The member concerned shall nevertheless not be entitled to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a sub-committee if the resolution would in any event have been void, or if the member has not complied with this clause 16.

17. Delegation and Assistance

Sub-committees

- 17.1 The Executive Committee may delegate any of their powers or functions to a sub-committee of one or more members of the Executive Committee (whether or not either of them is an Officer). The terms of any such delegation must be recorded in the minute book.
- 17.2 The Executive Committee 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 Society except in accordance with a budget previously agreed with the Executive Committee.
- 17.3 The Executive Committee may revoke or alter a delegation. The membership of each continuing sub-committee shall be reviewed and confirmed or adjusted not less than once in each calendar year but nevertheless the Executive Committee may adjust the membership at any other time.
- 17.4 All acts and proceedings of any sub-committees must be fully and promptly reported to the Executive Committee.

Working Groups

- 17.5 The Executive Committee may from time to time establish working groups to assist the Executive Committee and carry out such operational tasks for the Executive Committee as it shall determine. The terms on which any such working group is established must be recorded in the minute book.
- 17.6 The Executive Committee shall appoint the members of each working group, who may include members of the Executive Committee, members of the Society and other persons. Where the working group includes one or more members of the Executive Committee, one of them shall be the chairman of such working group. A working group may have such responsibilities as the Executive Committee shall determine, but subject always to the authority of the Executive Committee. The membership of each continuing working group shall be reviewed and confirmed or adjusted not less than once in each calendar year but nevertheless the Executive Committee may adjust the membership at any other time.
- 17.7 No expenditure may be incurred on behalf of the Society by any working group except in accordance with terms previously agreed with the Executive Committee.
- 17.8 All acts and proceedings of any working groups must be fully and promptly reported to the Executive Committee.
- 17.9 The Executive Committee may abolish any working group and may appoint and dismiss any member of any working group at any time.

18. Irregularity of Proceedings

18.1 No resolution or act of the Executive Committee, any sub-committee thereof or the Society in general meeting shall be invalidated by reason of the failure to give notice to any person entitled to receive such notice 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 Society.

19. Minutes

19.1 The Executive Committee shall keep minutes of:

- (a) all appointments of Officers and members of the Executive Committee;
- (b) all proceedings at meetings of the Society, the Executive Committee and sub-committees and working groups thereof including:
 - (i) the names of the members thereof and others present at the meeting;
 - (ii) the decisions made at the meetings and the persons responsible for and the means of actioning them; and
 - (iii) where appropriate, the reasons for the decisions.

20. Accounts, Annual Report, Annual Return

20.1 The Executive Committee must comply with their obligations under the Charities Act 2011 with regard to:

- (a) the keeping of accounting records for the Society;
- (b) the preparation of annual statements of account for the Society;
- (c) the transmission of the statements of account to the Commission;
- (d) the preparation of an Annual Report and an Annual Return and the transmission of them to the Commission, where required.

20.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission.

20.3 The Executive Committee shall establish such rules and procedures as it thinks fits in accordance with this Constitution and the Charities Act 2011 for the proper handling of monies and investments and for the maintaining of accounting records for the Society.

21. Registered particulars

21.1 The Executive Committee must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

22. Property

22.1 The Executive Committee must ensure that the title to:

(a) any land held by or in trust for the Society that is not vested in the Official Custodian of Charities; and

(b) any investments held by or on behalf of the Society,

is vested either in a corporation entitled to act as custodian trustee of charitable property or in not fewer than three individuals appointed by them as holding trustees, not being persons disqualified from so acting.

22.2 The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Executive Committee and that if they do so they will not be liable for the acts and defaults of the Executive Committee or of the members of the Society.

22.3 The Executive Committee may remove the holding trustees at any time.

23. Repair and insurance

23.1 The Executive Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Society (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.

24. Notices

24.1 Any notice required by this Constitution to be given to or by any person must, unless otherwise provided, be given in writing or using electronic communications.

24.2 The Society 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 email address or other contact details submitted by the member.

24.3 A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.

24.4 A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.

25. Disputes

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

26. Application of income and property

26.1 The income and property of the Society shall be applied solely towards the promotion of the objects.

- (a) A trustee of the Society is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society and to be indemnified out of the assets of the Society against any losses incurred by him in the absence of negligence or fraud.
- (b) A trustee of the Society may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

26.2 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a trustee of the Society from receiving:

- (a) a benefit from the Society in the capacity of a beneficiary of the Society;
- (b) reasonable and proper remuneration for any goods or services supplied to the Society.

27. Benefits and payments to Executive Committee etc

27.1 General provisions

No member of the Executive Committee or other trustee of the Society or connected person of any such person may:

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

unless the payment is permitted by clause 27.2, 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.

No part of this clause allows a member of the Executive Committee to receive payment for acting as such member or otherwise as a trustee of the Society.

27.2 Scope and powers permitting benefits

- (a) A member of the Executive Committee or connected person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that it is available generally to the beneficiaries of the Society.
- (b) A member of the Executive Committee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) A member of the Executive Committee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

27.3 "connected person" means in relation to a member of the Executive Committee or other trustee any person within the definition set out in section 188 of the Charities Act 2011.

28. Dissolution

28.1 The members may by resolution passed by not less than two thirds of the members present and voting at a general meeting resolve to dissolve the Society.

28.2 If the members resolve to dissolve the Society, the members of the Executive Committee will remain in office as trustees and be responsible for winding up the affairs of the Society in accordance with this clause.

28.3 The Executive Committee must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.

28.4 The Executive Committee must apply any remaining property or money directly for the objects; or by transfer to any society or charities for purposes the same as or similar to those of the Society; or in such other manner as the Commission may approve in writing in advance.

28.5 In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society.

28.6 The Executive Committee must notify the Commission promptly that the Society has been dissolved.

28.7 If the Executive Committee is obliged to send the Society's accounts to the Commission for the accounting period that ended before its dissolution, they must send the Commission the Society's final accounts.

29. Amendment of Constitution

29.1 The Society may amend any provision contained in this Constitution provided that:

- (a) no amendment may be made that would have the effect of making the Society cease to be a charity at law;
- (b) no amendment may be made to alter the objects of the Society if the alteration would undermine or work against those objects as unaltered;
- (c) no amendment may be made to clause 2 (Objects), 27 (Application of income and property), clause 28 (Benefits and payments to Executive Committee etc), clause 29 (Dissolution) or this clause without the prior consent in writing of the Commission if so required by law or by the Commission;
- (d) any resolution to amend a provision of this Constitution must be passed by not less than two thirds of the members present and voting at a general meeting.

29.2 A copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of its being passed.

30. Interpretation

30.1 In this Constitution

- (a) "Annual General Meeting" shall have the meaning given to it in Clause 4.1;
- (b) "Bedford Park area" shall have the meaning given to it in Clause 2.1;
- (c) "Commission" shall have the meaning given to it in Clause 27.1;
- (d) "connected person" shall have the meaning given to it in Clause 27.3;
- (e) "Executive Committee" shall have the meaning given to it in Clause 9;
- (f) "Officer" shall have the meaning given to it in Clause 11;
- (g) "Society" shall have the meaning given to it in Clause 1;
- (h) "Special General Meeting" shall have the meaning given to it in Clause 4.2.

30.2 Reference to any statutory provision shall include any statutory re-enactment or modification of that provision.