

# Constitution of Sutton Amateur Dramatic Club

Date of constitution: 27<sup>th</sup> April 2024 (final draft text)

## 1. Name

The name of the Charitable Incorporated Organisation is Sutton Amateur Dramatic Club (“SADC”).

## 2. National location of principal office

The principal office of SADC is in England.

## 3. Objects

The objects of SADC are to promote the advancement and improvement of general education in relation to all aspects of the Art of Drama and the development of public appreciation of the Art.

## 4. Powers

SADC has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, SADC has power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. SADC must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to SADC. In exercising this power, SADC must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of SADC. SADC may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund manager, and arrange for the investments or other property of SADC to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

## 5. Application of income and property

- (1) The income and property of SADC must be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of SADC or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of SADC.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at SADC'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 SADC may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of SADC or connected person. This does not prevent a member or connected person who is not also a charity trustee of SADC receiving:

(a) a benefit from SADC as a beneficiary of SADC;

(b) reasonable and proper remuneration for any goods or services supplied to SADC.

Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

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

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

No trustee of SADC or connected person may:

(a) buy or receive any goods or services from SADC on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to SADC;

(c) be employed by, or receive any remuneration from, SADC;

(d) receive any other financial benefit from SADC;

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

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

(a) A charity trustee or connected person may receive a benefit from SADC as a beneficiary of SADC 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 and/or goods to SADC where that is permitted in accordance with, and subject to the conditions in, sections 185- 188 of the Charities Act 2011.

(c) A charity trustee or connected person may receive interest on money lent to SADC at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to SADC. 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.

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

(3) In clauses 5 and 6:

(a) “SADC” includes any company in which SADC:

- (i) holds more than 50% of the shares; or
- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more directors to the board of the company;

(b) “connected person” includes any person within the definition set out in clause 30 (Interpretation).

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

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with SADC or in any transaction or arrangement entered into by SADC which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of SADC and any personal interest (including but not limited to any financial interest). Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **8. Liability of trustees and members to contribute to the assets of SADC if it is wound up**

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

## **9. Membership of SADC**

(1) **Admission of new members**

(a) **Eligibility**

Membership of SADC is open to anyone who is interested in furthering its purposes and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (2) of this clause.

Only individuals will be accepted as members.

## **(b) Admission procedure**

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision in a timely manner;
- (iii) may refuse an application for membership if they believe that it is in the best interests of SADC for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

## **(2) Duty of members**

It is the duty of each member of SADC to abide by the general Code of Conduct agreed by the trustees and exercise his or her powers as a member of SADC in the way he or she decides in good faith would be most likely to further the purposes of SADC.

## **(3) Termination of membership**

- (a) Membership of SADC comes to an end if:
  - (i) the member dies; or
  - (ii) the member sends a notice of resignation in writing to the Honorary Secretary of the charity trustees; or
  - (iii) any sum of money owed by the member to SADC is not paid in full within six months of its falling due; or
  - (iv) the charity trustees decide that it is in the best interests of SADC that the member in question should be removed from membership and pass a resolution to that effect.
- (b) Before the charity trustees take any decision to remove someone from membership of SADC they must:
  - (i) inform the member of the reasons why it is proposed to remove him or her from membership;
  - (ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he or she should not be removed from membership;

- (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses, unless the charity trustees believe that there are exceptional grounds for refusing.

#### **(4) Membership subscriptions**

SADC may require members to pay reasonable membership fees to SADC.

- (a) The annual subscription payable by members of each category of membership and the privileges to which they are entitled shall be such as SADC in general meeting may from time to time determine.
- (b) Annual subscriptions to SADC shall become due on 1st September in each year. The first annual subscription of a member shall become due immediately on election by the Committee. The Committee may at its discretion remit any part of the annual subscription of any member.
- (c) Only members who have paid their current annual subscription, or the proportion thereof agreed by the trustees, and are not indebted to SADC shall be entitled to vote at any meeting, act or enjoy any other privileges of membership.

#### **(5) Informal (non-voting) membership**

- (a) The charity trustees may create associate, technical or other classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of, membership of any such class of members.
- (b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.
- (c) Non-voting members shall be entitled to the same cover as members as part of any insurance in force by SADC.

### **10. Members' decisions**

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

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

## **(2) Taking ordinary decisions by vote**

Any decision of the members of SADC may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at an Annual General Meeting or any general meeting called by the trustees. At a general meeting requisitioned by members, decisions shall be made by the votes of not fewer than three quarters of the number of members present.

## **(3) Taking ordinary decisions by written resolution without a general meeting**

- (a) A resolution in writing proposed by the trustees and agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
  - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
  - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents received by the Honorary Secretary within the period of 28 days beginning with the circulation date.
- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of SADC on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) Not fewer than 25 members of SADC may request the charity trustees to make a proposal for decision by the members.
- (e) The charity trustees must within 21 days of receiving such a request comply with it if:
  - (i) The proposal is not frivolous or vexatious and does not involve the publication of defamatory material;
  - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
  - (iii) Effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

## **11. General meetings of members**

### **(1) Annual General Meeting**

- (a) SADC's year shall begin on 1st September and the Annual General Meeting shall be held as soon as possible in each year. The Honorary Secretary shall send to every member at his or her address recorded in SADC's books at least 14 days' notice of the Annual General Meeting.

(b) The following business shall be conducted at the Annual General Meeting:

- (i) presentation by the retiring trustees of their annual report and a duly scrutinised statement of accounts for the preceding year.
- (ii) election of the Officers of SADC, namely the Chairman, the Honorary Secretary and the Honorary Treasurer, and members of the General Committee, who, subject to clause 15, shall remain trustees of SADC until the next Annual General Meeting.
- (iii) election from the membership of the President of SADC who may or may not be a trustee.
- (iv) election of the Honorary Auditor for the ensuing year.
- (v) election, if appropriate, of patrons, vice-presidents and honorary members.
- (vi) such other business as shall have been communicated to the Honorary Secretary in writing no later than 7 days before the date of the Annual General Meeting.

**(2) Calling general meetings**

- (a) The charity trustees may call any other general meeting of the members at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of the members of SADC if:
  - (i) they receive a request to do so from at least 25 members of SADC; and
  - (ii) the request states the general nature of the business to be dealt with at the meeting and is authenticated by the members making the request.

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

- (c) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (d) Any general meeting called by the charity trustees at the request of the members of SADC must be held within 28 days from the date on which it is called.
- (e) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (f) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (g) SADC must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to call the meeting, but SADC shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

- (3) The charity trustees, or, as the case may be, the relevant members of SADC, must give at least Notice of general meetings
- (a) 14 clear days' notice of any general meeting to all of the members.
  - (b) If it is agreed by not less than 90% of all members of SADC, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
  - (c) The notice of any general meeting must:
    - (i) state the time and date of the meeting;
    - (ii) give the address at which the meeting is to take place;
    - (iii) give particulars of any resolution(s) which is (are) to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
    - (iv) if a proposal to alter the constitution of SADC is to be considered at the meeting, include the text of the proposed alteration.
  - (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given.
  - (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by SADC.

#### **(4) Chairing of general meetings**

At all general meetings the chair shall be taken either by the President or by the Chairman or, in their absence, by a member appointed by the trustees. Subject to that, the members of SADC who are present at a general meeting shall elect a chair to preside at the meeting.

#### **(5) Quorum at general meetings**

- (a) No business may be transacted at any general meeting of the members of SADC unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 10% or five of the eligible members.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15



minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to SADC's members at least seven clear days before the date on which it will resume.

- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

#### **(6) Voting at general meetings**

- (a) Any decision other than ones that must be taken in a particular way shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken:
  - (i) at the meeting at which it was demanded; or
  - (ii) at some other time and place specified by the chair; or
  - (iii) through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting, vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

#### **(7) Adjournment of meetings**

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

## **12. Charity trustees: the SADC General Committee**

### **(1) Functions and duties of charity trustees**

The SADC General Committee members (including the Chair, Honorary Treasurer and Honorary Secretary and all other members) shall be the charity trustees of SADC. They shall manage the affairs of SADC and may for that purpose exercise all the powers of SADC. It is the duty of each charity trustee:

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

### **(2) Eligibility for trusteeship**

- (a) Every charity trustee must be a natural person.
- (b) No individual may be appointed as a charity trustee of SADC:
  - (i) if he or she is under the age of 18 years; or
  - (ii) if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

### **(3) Number of charity trustees**

- (a) The members at the Annual General Meeting should elect seven trustees in total but there must be at least five charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.
- (b) There is no maximum number of charity trustees that may be appointed to SADC.

#### **(4) First charity trustees**

The first charity trustees of SADC are –

Irene Murray (Chair)

Richard Bower (Honorary Treasurer)

Diana Calvert (Honorary Secretary)

Kimberley Alfred

Sanjivi Krishnan

Joanna Lumsden

Ella McDonnell

Elizabeth Plumb

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

- (1) The trustees shall hold office from their election until the next Annual General Meeting when all trustees shall retire but shall be eligible for re-election without nomination.
  - (a) Other members may be nominated as trustees by completing and returning to the Honorary Secretary a nomination form, which the Honorary Secretary will distribute to members with the notice of the Annual General Meeting, at least seven days before the date of the Annual General Meeting.
  - (b) The positions of trustee shall be filled by the decision of the members at the Annual General Meeting; any positions not filled at the Annual General Meeting may be filled as provided in sub-clause (2) of this clause.
- (2) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 or as an additional charity trustee;
- (3) A person so appointed by the members of SADC shall retire at the conclusion of the next Annual General Meeting after the date of his or her appointment, but may stand again with nomination as a trustee.

### **14. Information for new charity trustees**

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

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of SADC's latest Trustees' Annual Report and statement of accounts.

## **15. Retirement and removal of charity trustees**

- (1) A charity trustee ceases to hold office if he or she:
  - (a) retires by notifying the Honorary Secretary of SADC in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) is absent without the agreement of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
  - (c) dies;
  - (d) in the written opinion, given to SADC, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
  - (e) is removed by the members of SADC in accordance with sub-clause (2) of this clause; or
  - (f) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause (11), and the resolution is passed by a two thirds majority of votes cast at the meeting.
- (3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of SADC.

## **16. Reappointment of charity trustees**

Any person who retires as a charity trustee is eligible for reappointment.

## **17. Taking of decisions by charity trustees**

Any decision may be taken either:

- (1) at a meeting of the charity trustees; or
- (2) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent at, or as near as reasonably practicable to, the same time to all of the charity trustees; and

- (b) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to such place as the trustees may resolve within 28 days of the circulation date.

## **18. Delegation by charity trustees**

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
  - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
  - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
  - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
- (3) For each stage play to be produced by SADC, the charity trustees shall appoint a director and production team, who shall have charge of that play's production and rehearsals subject to the general control and approval of the charity trustees whose decisions shall be final.

## **19. Meetings and proceedings of charity trustees**

### **(1) Calling meetings**

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

### **(2) Chairing of meetings**

The elected Chair will chair their meetings. If no one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

### **(3) Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four charity trustees, or such number as the charity

trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

#### **(4) Participation in meetings by electronic means**

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

### **20. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - (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 interest or otherwise;
  - (d) for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

or 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 7.

### **21. Execution of documents**

- (1) SADC shall execute documents by signature.
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

## **22. Use of electronic communications**

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

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

## **23. Keeping of Registers**

SADC must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

## **24. Minutes**

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of SADC;
- (3) meetings of the charity trustees and committees of charity 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) decisions made by the charity trustees otherwise than in meetings.

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

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of SADC, within 10 months of the financial year end.
- (2) Money belonging to SADC must be held in the organisation's bank account. The Honorary Treasurer and two other charity trustees, nominated by a majority of the charity trustees, shall be severally authorised to sign cheques and operate the online banking account.
- (3) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of SADC entered on the Central Register of Charities.

## **26. Rules**

- (1) The charity trustees may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of SADC, but such rules or by-laws must not be inconsistent with any provision of this constitution. Copies of any such rules or by-laws currently in force must be made available to any member of SADC on request.
- (2) The charity trustees shall make a Code of Conduct for SADC members and a Complaints Procedure, a copy (printed or electronic) of which shall be shared with all new members, and to which they shall be asked to agree, upon joining. The entering into force of any new version of the Code or Procedure must be communicated to all members within 30 days and an electronic copy shared with them.

## **27. Disputes**

If a dispute arises between members of SADC 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.

## **28. Amendment of constitution**

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

- (1) This constitution can only be amended:
  - (a) by resolution agreed in writing by all eligible members of SADC; or
  - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of SADC.
- (2) Any alteration of SADC's objects, of any provision of SADC's constitution directing the application of property on its dissolution or any provision of SADC's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of SADC or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of SADC's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

## **29. Voluntary winding up or dissolution**

- (1) As provided by the Dissolution Regulations, SADC may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve SADC can only be made:
  - (a) at a general meeting of the members of SADC called in accordance with clause 11, of which



not less than 14 days' notice has been given to those eligible to attend and vote:

- (i) by a resolution passed by a 75% majority of those voting, or
- (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all eligible members of SADC.

(2) Subject to the payment of all SADC's debts:

- (a) Any resolution for the winding up of SADC, or for the dissolution of SADC without winding up, may contain a provision directing how any remaining assets of SADC shall be applied.
- (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of SADC shall be applied.
- (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of SADC.

(3) SADC must observe the requirements of the Dissolution Regulations in applying to the Commission for SADC to be removed from the Register of Charities, and in particular:

- (a) the charity trustees must send with their application to the Commission:
  - (i) a copy of the resolution passed by the members of SADC;
  - (ii) a declaration by the charity trustees that any debts and other liabilities of SADC have been settled or otherwise provided for in full; and
  - (iii) a statement by the charity trustees setting out the way in which any property of SADC has been or is to be applied prior to its dissolution in accordance with this constitution.
- (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of SADC, and to any charity trustee of SADC who was not privy to the application.

(4) If SADC is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

### **30. Interpretation**

In this constitution:

**“connected person”** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;
- (b) the spouse or civil partner of the charity trustee, member or of any person falling within sub-clause (a) above;

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

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

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

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

The **“Communications Provisions”** means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

**“charity trustee”** means a charity trustee of the CIO.

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