

**The Constitution of
The League of Friends of St Monica's Hospital
St Monica's Hospital
Long Street
Easingwold
Y061 3JD**

Registered number 513694

Constitution

The Constitution was adopted on 5 November 2018 and replaces in its entirety the Object and Rules of The League of Friends of St Monica's Hospital received by the Charity Commission on 10 March 1983, as amended.

1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in this Constitution.

2. The Name

The association's name is "The League of Friends of St Monica's Hospital" (and in this Constitution it is called the "**Charity**").

3. The Object

The Charity's exclusive object (the "**Object**") is to relieve patients of St Monica's Hospital and, generally, to further the work of the Charity at St Monica's Hospital and within the Easingwold district and surrounding areas. For the purpose of carrying out the above Object, but not otherwise, the Charity shall have the following powers:

- 3.1. to publicise the facilities of St Monica's Hospital and to mobilise, encourage, foster and maintain the interest and support of the public in St Monica's Hospital;
- 3.2. to foster co-operation and inter-communication between other charitable institutions, local authorities, hospital authorities and National Health Service authorities;
- 3.3. to recruit and assist in the recruitment of voluntary workers for St Monica's Hospital;
- 3.4. to raise funds and to invite and receive contributions from any person or persons or organisation whatsoever by way of subscription, donation or otherwise;
- 3.5. to spend or distribute any funds raised and/or contributions received within St Monica's Hospital and/or the Easingwold district and surrounding areas;
- 3.6. to take and accept gifts of property, whether subject to any special trust or not, for the purposes of fulfilling the Object of the Charity;
- 3.7. to supplement the service provided by the St Monica's Hospital for the health, welfare and comfort of the patients of St Monica's Hospital, by the provision of facilities, buildings and equipment which may be required for the treatment of such patients, or for the efficient running of St Monica's Hospital;
- 3.8. to undertake and execute any charitable trust;
- 3.9. to advance the interests of St Monica's Hospital through the involvement with, and the provision of, ancillary services within the local community of Easingwold and surrounding areas; and
- 3.10. to do all such things as are necessary for the attainment of the above Object.

4. Application of the Income and Property

- 4.1. The income and property of the Charity shall be applied solely towards the promotion of the Object
- 4.2. 4.2 A member of the Executive Committee (as defined in clause 16) may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred when acting on behalf of the Charity.
- 4.3. Subject to clause 4.1, any income received by the Charity in whatever form, whether by gift, donation or otherwise, may be applied as the Executive Committee sees fit in its sole discretion, save that the Executive Committee shall take into account any specified wishes of the donor in the application of such income.
- 4.4. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity save that the following are permitted benefits:
 - 4.4.1. a member who is not also a member of the Executive Committee may receive reasonable and proper remuneration for any goods or services supplied to the Charity;
 - 4.4.2. a member of the Executive Committee may:
 - 4.4.2.1. buy goods or services from the Charity upon the same terms as other members or members of the public;
 - 4.4.2.2. receive a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Executive Committee complies with the provisions of clause 4.6;
 - 4.4.2.3. receive a benefit from the Charity in the capacity of a member of the Charity and upon the same terms as other members;
 - 4.4.2.4. the purchase of indemnity insurance for the benefit of the members of the Executive Committee in accordance with and subject to the conditions in section 189 of the Charities Act 2011.
- 4.5. Save as permitted by clause 4.4, no member of the Executive Committee may be paid or receive any benefit for being a member of the Executive Committee.
- 4.6. If it is proposed that a member of the Executive Committee should receive a benefit from the Charity that is not already permitted under clause 4.4 , the Executive Committee shall hold a meeting in order to decide whether to approve such a benefit and that member of the Executive Committee must:
 - 4.6.1. declare their interest in the proposal;
 - 4.6.2. be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - 4.6.3. not be counted in determining whether the meeting is quorate;
 - 4.6.4. not vote on the proposal.
- 4.7. In the event that the proposed benefit as set out in clause 4.6 is approved by a meeting of the Executive Committee, those members of the Executive Committee who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that member of the Executive Committee rather than with someone who is not a member of the Executive Committee and they must record the reason for their decision in the minutes. In reaching that decision the Executive Committee must balance the advantage of contracting with or employing a member of the Executive Committee against the disadvantage of doing so (especially the loss of the member of the Executive Committee's services as a result of dealing with the member of the Executive Committee's conflict of interest).
- 4.8. The Executive Committee may only authorise a transaction falling within clause 4.6 if the Executive Committee comprises a majority of members of the Executive Committee who have not received any such benefit.
- 4.9. If the Executive Committee fails to follow the procedure set out in this clause 4, the resolution to confer a benefit upon the member of the Executive Committee will be void and the member of the Executive Committee must repay to the Charity the value of any benefit received by the member of the Executive Committee from the Charity.

- 4.10. A member of the Executive Committee must be absent from any discussions of the Executive Committee in which it is possible that a conflict of interest will arise between that member of the Executive Committee's duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- 4.11. In this Clause 4, "member of the Executive Committee" shall include any person, firm or company connected with the member of the Executive Committee. Connected shall mean:
- 4.11.1. A child, parent, grandchild, grandparent, brother or sister of the member of the Executive Committee;
- 4.11.2. The spouse or civil partner of the member of the Executive Committee or of any person falling within clause 4.11.1;
- 4.11.3. A person carrying on business in partnership with the member of the Executive Committee or any person falling within clause 4.11.1;
- 4.11.4. An institution which is controlled:
- 4.11.4.1. By the member of the Executive Committee or any connected person falling within clauses 4.11.1, 4.11.2 or 4.11.3; or
- 4.11.4.2. By two or more persons falling within clause 4.11.4.1 when taken together have a substantial interest;
- 4.11.5. A body corporate in which:
- 4.11.5.1. The member of the Executive Committee or any connected person falling within clause 4.11.1 - 4.11.3 has a substantial interest; or
- 4.11.5.2. Two or more persons falling within clause 4.11.5.1 who, when taken together, have a substantial interest.

Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

5. **Dissolution**

- 5.1. If the members resolve to dissolve the Charity the Executive Committee will remain in office as charity trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- 5.2. The Executive Committee must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- 5.3. The Executive Committee must apply any remaining property or money:
- 5.3.1. directly for the Object;
- 5.3.2. by transfer to any charity or charities for purposes the same as or similar to the Charity;
- 5.3.3. in such other manner as the Charity Commission for England and Wales (the "**Commission**") may approve in writing in advance.
- 5.4. The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Executive Committee is to apply the remaining property or assets of the Charity and the Executive Committee must comply with the resolution if it is consistent with sub- clauses 5.3.1 to 5.3.3 above.
- 5.5. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the charity (except to a member that is itself a Charity).
- 5.6. The members of the Executive Committee must notify the Commission promptly that the Charity has been dissolved. If the Executive Committee is obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

6. **Amendments**

- 6.1. The Charity may amend any provision contained in this Constitution provided that:
 - 6.1.1. no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;
 - 6.1.2. no amendment may , be made to alter the Object if the change would undermine or work against the previous objects of the Charity;
 - 6.1.3. no amendment may be made to clause 3, 4 and 5 without the prior written consent of the Commission;
 - 6.1.4. any resolution to amend a provision of this Constitution is passed by a simple majority of the members present and voting at a general meeting.
- 6.2. A copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of it being passed.

7. Membership

- 7.1. Membership is open to:
 - 7.1.1. individuals over the age of eighteen who are registered patients at the following surgeries:
 - 7.1.1.1. Tollerton Surgery, 5-7 Hambleton View, Tollerton YO61 1QW;
 - 7.1.1.2. Stillington Surgery, North Back Lane, Stillington, York YO61 1LL;
 - 7.1.1.3. Millfield Surgery, Millfield Lane, Easingwold YO61 3JR;
 - 7.1.1.4. Ampleforth Surgery, Back Lane, Ampleforth, YO62 4EF;
 - 7.1.1.5. Hovingham Surgery, High Street, Hovingham, YO62 4LA,(together the “**Surgeries**”).
- 7.2. The Executive Committee may in its sole discretion charge an initial subscription fee to members of the Charity of an amount to be determined by the Executive Committee.
- 7.3. Refusal of application for membership:
 - 7.3.1. The Executive Committee 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.
 - 7.3.2. The Executive Committee must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.
 - 7.3.3. The Executive Committee must consider any written representations the applicant may make about the decision. The Executive Committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- 7.4. Membership is not transferable to anyone else.
- 7.5. The Executive Committee must keep a register of names and addresses of the members which must be made available to any member upon request.

8. Termination of Membership

- 8.1. Membership is terminated if:
 - 8.1.1. the member dies;
 - 8.1.2. the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
 - 8.1.3. the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of the Charity that the member 's membership is terminated. A resolution to remove a member from membership may only be passed if:
 - 8.1.3.1. the member has been given at least twenty-one days' notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and

- the reasons why it is to be proposed;
- 8.1.3.2. 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;
- 8.1.4. the member is no longer a registered patient at any of the Surgeries; or
- 8.1.5. the member no longer has his/her main place of residence within the geographic area in which that member would be entitled to be or become a registered patient at any of the Surgeries.
- 8.2. Notwithstanding the provisions in clause 8.1, the Executive Committee shall have the sole discretion to decide whether the membership of a member is terminated.

9. General Meetings

- 9.1 An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- 9.2 All general meetings other than annual general meetings shall be called special general meetings.
- 9.3 The Executive Committee may call a special general meeting at any time.
- 9.4 The Executive Committee must call a special general meeting if requested to do so in writing by at least six 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.

10. Notice

- 10.1 The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.
- 10.2 A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- 10.3 The notice of the general meeting will be given to members by the display of the notice at St Monica's Hospital, on the website of the Charity, in the Surgeries, on the Easingwold town notice board, in the Easingwold Community Library, in the Easingwold local newspaper and in any other place that the Executive Committee deem necessary or appropriate.
- 10.4 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.
- 10.5 The notice must also be given to the members of the Executive Committee.

11. Quorum.

- 11.1 No business shall be transacted at any general meeting unless a quorum is present.
- 11.2 A quorum is ten members personally present and entitled to vote upon the business to be conducted at the meeting.
- 11.3 The authorised representative of a member organisation shall be counted in the quorum.
- 11.4 If:
 - 11.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 11.4.2 during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Executive Committee shall determine.
- 11.5 The Executive Committee must re-convene the adjourned meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting:
- 11.6 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.

- 11.7 In order to be counted in a quorum a member must confirm to a member of the Executive Committee that they are, or are entitled to be, members of the Charity.

12. Chairman

- 12.1 General meetings shall be chaired by the person who has been elected as Chairman.
- 12.2 If there is no such person or that person is not present within fifteen minutes of the time appointed for the meeting a member of the Executive Committee nominated by the Executive Committee shall chair the meeting.
- 12.3 If there is only one member of the Executive Committee present and willing to act, that member of the Executive Committee shall chair the meeting.
- 12.4 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 must choose one of their number to chair the meeting.

13. Adjournments

- 13.1 The members present at a meeting may resolve that the meeting shall be adjourned.
- 13.2 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.
- 13.3 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.
- 13.4 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.

14. Votes

- 14.1 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 that person may have.
- 14.2 At a general meeting each member shall have one vote. Voting shall be by showing of hands of those members present in person only unless a ballot is demanded by not less than three members present.
- 14.3 No vote may be cast by proxy.
- 14.4 Decisions of the Charity which are proposed to be made at a general meeting are not permitted to be made by resolutions in writing.

15. Officers and the Executive Committee

- 15.1. The Charity and its property shall be managed and administered by an Executive Committee (the "**Executive Committee**") comprising the officers and other members elected in accordance with this Constitution. The members of the Executive Committee shall be the trustees of the Charity
- 15.2. The Charity shall have the following officers:
- 15.2.1. A Chairman
 - 15.2.2. A Vice-Chairman
 - 15.2.3. A Secretary
 - 15.2.4. A Treasurer
 - 15.2.5. An Employee Representative of St Monica's Hospital (together the "**Officers**")
- 15.3. A member of the Executive Committee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity.

- 15.4. No one may be appointed as a member of the Executive Committee if that person would be disqualified from acting under the provisions of Clause 19.
- 15.5. The number of members of the Executive Committee shall be not less than five but (unless otherwise determined by a resolution of the Charity in general meeting) shall not be subject to any maximum.
- 15.6. At the conclusion of each annual general meeting one third of the members of the Executive Committee, or if their number is not three or a multiple of three, then the nearest to one third, shall retire from office. The members of the Executive Committee to retire in each year shall be those who have been longest in office since their last election, but as between persons who became members of the Executive Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 15.7. Retiring members of the Executive Committee shall be eligible for re-election.
- 15.8. A member of the Executive Committee may not appoint anyone to act on his or her behalf at meetings of the Executive Committee.

16. The Appointment of the Executive Committee

- 16.1. The Charity in each annual general meeting shall elect the Officers and the other members of the Executive Committee.
- 16.2. The Executive Committee may at any time appoint any person who is willing to act as a member of the Executive Committee subject to the proviso that any person so appointed shall retire with effect from the conclusion of the annual general meeting next after that member's appointment to the Executive Committee, but shall be eligible for re-election at that annual general meeting. Subject to sub-clause 17.4 of this clause, they may also appoint members of the Executive Committee to act as Officers.
- 16.3. No-one may be elected a member of the Executive Committee or an Officer at any annual general meeting unless prior to the meeting the Charity is given a notice that:
 - 16.3.1. is signed by a member entitled to vote at the meeting;
 - 16.3.2. states the member's intention to propose the appointment of a person as a member of the Executive Committee or as an Officer;
 - 16.3.3. is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 16.4. The appointment of a member of the Executive Committee, whether by the Charity in general meeting or by the other members of the Executive Committee, must not cause the number of members of the Executive Committee to exceed any number fixed in accordance with this Constitution as the maximum number of members of the Executive Committee.
- 16.5. The Executive Committee 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.

17. Powers of the Executive Committee

- 17.1. The Executive Committee must manage the business of the Charity and have the following powers in order to further the Object (but not for any other purpose):
 - 17.1.1. to raise funds. In doing so, the Executive Committee must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - 17.1.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 17.1.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Executive Committee must comply as appropriate with sections 36 and 37 of the Charities Act 1993 as amended by the Charities Act 2006;
 - 17.1.4. 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 Executive Committee must comply as appropriate with sections 38 and 39 of the Charities Act 1993 as amended

by the Charities Act 2006 if they intend to mortgage land;

- 17.1.5. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 17.1.6. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Object;
 - 17.1.7. to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed to support the Object;
 - 17.1.8. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 17.1.9. to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
 - 17.1.10. 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;
 - 17.1.11. to do all such other lawful things as are necessary for the achievement of the Object.
- 17.2. No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.
- 17.3. Any meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.

18. Disqualification and Removal of members of the Executive Committee

- 18.1. A member of the Executive Committee shall cease to hold office if that member of the Executive Committee:
- 18.1.1. is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 18.1.2. ceases to be a member of the Charity;
 - 18.1.3. becomes incapable by reason of physical or mental disorder, illness or injury of managing and administering their own affairs;
 - 18.1.4. resigns as a member of the Executive Committee by giving reasonable notice in writing to the Charity (but only if at least two members of the Executive Committee will remain in office when the notice of resignation is to take effect);
 - 18.1.5. is absent without the permission of the Executive Committee from all their meetings held within a period of six consecutive months and the Executive Committee resolves by a simple majority vote that the member's office be vacated. For the avoidance of doubt the member in question shall not be counted in the quorum for the purposes of such vote; or
 - 18.1.6. is removed as a member of the Executive Committee by a resolution of the remaining members of the Executive Committee.
- 18.2. In the event that a member of the Executive Committee ceases to hold office under this clause 19, such member shall not be eligible for re-election.

19. Proceedings of the Executive Committee

- 19.1. The Executive Committee may regulate its proceedings as it thinks fit, subject to the provisions of this Constitution.
- 19.2. Any member of the Executive Committee may call a meeting of the Executive Committee.
- 19.3. The Secretary must call a meeting of the Executive Committee if requested to do so by a member of the Executive Committee.
- 19.4. Questions arising at a meeting must be decided by a majority of votes.

- 19.5. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 19.6. 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.
- 19.7. The quorum shall be five or the number nearest to one third of the total number of members of the Executive Committee, whichever is the greater, or such other number as may be decided from time to time by the Executive Committee.
- 19.8. A member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which that member of the Executive Committee is not entitled to vote.
- 19.9. If the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing member or members of the Executive Committee may act only for the purpose of filling vacancies or of calling a general meeting.
- 19.10. The person elected as the Chairman shall chair meetings of the Executive Committee.
- 19.11. If the Chairman is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Executive Committee present may appoint one of their number to chair that meeting.
- 19.12. 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 that person in writing by the Executive Committee.
- 19.13. A resolution in writing signed by all the members of 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.
- 19.14. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members of the Executive Committee.

20. Delegation

- 20.1. The Executive Committee may delegate any of their powers or functions to a committee of two or more members of the Executive Committee but the terms of any such delegation must be recorded in the minute book.
- 20.2. The Executive Committee may impose conditions when delegating, including the conditions that:
 - 20.2.1. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 20.2.2. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Executive Committee.
- 20.3. The Executive Committee may revoke or alter a delegation.
- 20.4. All acts and proceedings of any committee must be fully and promptly reported to the Executive Committee.

21. Irregularities in Proceedings

- 21.1. Subject to sub-clause 22.2 of this clause, all acts done by a meeting of the Executive Committee, or of a committee of the Executive Committee, shall be valid notwithstanding the participation in any vote of a member of the Executive Committee:
 - 21.1.1. who was disqualified from holding office;
 - 21.1.2. who had previously retired or who had been obliged by the Constitution to vacate office;
 - 21.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interest or Otherwise

if, without

21.1.4. the vote of that member of the Executive Committee; and

21.1.5. that member of the Executive Committee being counted in the quorum,

the decision has been made by a majority of the members of the Executive Committee at a quorate meeting.

21.2. Sub-clause 22.1 of this clause does not permit a member of the Executive Committee to keep any benefit that may be conferred upon that member of the Executive Committee by a resolution of the Executive Committee or of a committee of the Executive Committee if the resolution would otherwise have been void.

21.3. No resolution or act of:

21.3.1. the Executive Committee;

21.3.2. any committee of the Executive Committee; or

21.3.3. the -Charity in general meeting;

shall be invalidated by reason of the failure to give notice to any member of the Executive Committee 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.

22. Minutes

The Executive Committee must keep minutes of all:

22.1. appointments of Officers and members of the Executive Committee made by the Executive Committee;

22.2. proceedings at meetings of the Charity;

22.3. meetings of the Executive Committee and any committee of the Executive Committee including:

22.3.1. the names of the members of the Executive Committee present at the meeting;

22.3.2. the decisions made at the meetings; and

22.3.3. where appropriate the reasons for the decisions.

23. Annual Report and Return and Accounts

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

23.1.1. the keeping of accounting records for the Charity;

23.1.2. the preparation of annual statements of account for the Commission;

23.1.3. the transmission of the statements of account to the Charity;

23.1.4. the preparation of an annual report and its transmission to the Commission;

23.1.5. the preparation of an annual return and its transmission to the Commission.

23.2. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Executive Committee are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

24. Registered particulars

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

25. Property

25.1. The Executive Committee must ensure that the title to all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities and all investments held by or on behalf of

the Charity, is vested either in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by them as holding trustees ("**Holding Trustees**").

- 25.2. The terms of the appointment of the 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 Charity.
- 25.3. The Executive Committee may remove the Holding Trustees at any time.

26. Repair and insurance

The Executive Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings owned by 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.

27. Notices

- 27.1. Any notice required by this Constitution to be given to or by any person must be in writing. The Charity may give any notice to a member:
 - 27.1.1. personally or by leaving it at the address of the member; or
 - 27.1.2. by sending it by post in a prepaid envelope addressed to the member at the member's address; or
 - 27.1.3. by advertising the notice in a local newspaper; or
 - 27.1.4. by giving it using electronic communications to the member's email address; or
 - 27.1.5. by advertising or displaying the notice at the Surgeries;
 - 27.1.6. by advertising or displaying the notice on the Charity's website; or
 - 27.1.7. by advertising or displaying the notice on the Easingwold town notice board.
- 27.2. 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.
- 27.3. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 27.4. 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.
- 27.5. 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.
- 27.6. Proof that a notice has been displayed or advertised in accordance with this Constitution shall be conclusive evidence that the notice was given.

28. Rules

- 28.1. The Executive Committee may from time to time make rules or bye-laws for the conduct of their business.
- 28.2. The bye-laws may regulate the following matters but are not restricted to them:
 - 28.2.1. the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 28.2.2. the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 28.2.3. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - 28.2.4. the procedure at general meeting and meetings of the Executive Committee in so far as

such procedure is not regulated by this Constitution;

- 28.2.5. the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a member of the Executive Committee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - 28.2.6. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- 28.3. The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
 - 28.4. The member of the Executive Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
 - 28.5. The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.