

FRIENDS OF WEST NORWOOD CEMETERY (FoWNC)

Charitable Incorporated Organisation with the Registered Charity Number 1172409

CONSTITUTION

Adopted 18 February 2017

Outline

Section	Heading
1	Name
2	National location of principal office
3	Objects
4	Powers
5	Application of income and property
6	Benefits and payments to charity trustees and connected persons
7	Conflicts of interest and conflicts of loyalty
8	Liability of members to contribute to the assets of FoWNC if it is wound up
9	Membership of FoWNC Admission of new members Admission procedures Transfer of membership Duty of members Termination of membership Membership fees Officers
10	Members' decisions General provisions Taking ordinary decisions by vote Decisions that must be taken in a particular way
11	General meetings of members Types of general meeting Calling general meetings Notice of general meetings Chairing of general meetings Quorum at general meetings Voting at general meetings Adjournment of meetings
12	Charity trustees Functions and duties of charity trustees Eligibility for trusteeship Number of charity trustees First charity trustees Appointment of charity trustees Information for new charity trustees Retirement and removal of charity trustees Reappointment of charity trustees Taking of decisions by charity trustees Delegation by charity trustees Meetings and proceedings of charity trustees Calling meetings Chairing of meetings Procedure at meetings

13	Saving provisions
14	Execution of documents
15	Use of electronic communications
16	Keeping of Registers
17	Minutes
18	Accounting records, accounts, annual reports and returns, register maintenance
19	Rules
20	Disputes
21	Amendment of constitution
22	Voluntary winding up or dissolution
23	Interpretation
24	Acknowledgement

1. Name

The name of the Charitable Incorporated Organisation (CIO) shall be:

FRIENDS OF WEST NORWOOD CEMETERY

2. National location of principal office

The principal office of the Friends of West Norwood Cemetery is in England

3. Objects

The objects for which the Friends of West Norwood Cemetery (hereinafter referred to as 'FoWNC') are established to promote for the public benefit, the preservation, care and improvement of the South Metropolitan (West Norwood) Cemetery as a place of religious, historical, and ecological interest and beauty, and as a burial ground.

4. Powers

FoWNC has power to do anything calculated to further its objects, or is conducive or incidental to doing so. In particular, FoWNC's powers include power to:

- 4.1 To speak and act on behalf of all who care for the South Metropolitan (West Norwood) Cemetery including those who own a grave in the Cemetery or cherish the memory of someone buried or otherwise commemorated there.
- 4.2 To secure public access to, and enjoyment of, the Cemetery.
- 4.3 To conserve the natural plant, animal, and other life of the Cemetery and, so far as practicable, of its surroundings.
- 4.4 To organize groups to undertake recording and conservation works in the Cemetery.
- 4.5 To preserve the historic monuments, buildings, structures and memorials of the Cemetery.
- 4.6 To liaise with Lambeth Borough Council and other interested bodies in developing and implementing plans for the future of the Cemetery.
- 4.7 To promote research into subjects directly connected with the objects of FoWNC and to publish and distribute the results of that research.
- 4.8 To consider and if necessary comment on planning applications that might impact on the cemetery and on the West Norwood Conservation Area.
- 4.9 To act as a co-ordinating body and to co-operate with the local authority, planning committees, sanitary, drainage and all other local and statutory authorities (including representatives of the Church of England and of the Greek community), grave owners, voluntary organisations, charities and persons having aims similar to those of FoWNC.

- 4.10 To stimulate public interest in the Cemetery and give information and advice.
- 4.11 To publish and distribute regular newsletters, papers, reports and other literature in printed form and/or electronically as appropriate.
- 4.12 To make surveys and prepare maps and plans and collect information relating to the Cemetery.
- 4.13 To hold meetings, lectures and exhibitions, and to conduct tours of the Cemetery.
- 4.14 To employ staff and to co-ordinate and direct the efforts and activities of volunteers.
- 4.15 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise.
- 4.16 To take and accept any gifts of property, whether subject to any special trusts or not.
- 4.17 Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account any or all of the property or funds of FoWNC as shall be necessary.
- 4.18 Subject to such consents as may be required by law, to borrow or raise money for the purposes of FoWNC on such terms and on such security as the Committee shall think fit, but so that the liability of individual members of FoWNC shall in no case extend beyond the amount of their respective annual subscriptions.
- 4.19 To do all such other things as are necessary for the attainment of the said objects.

5. Application of income and property

- 5.1 The income and property of FoWNC must be applied solely towards the promotion of its objects.
- 5.2 A charity trustee is entitled to be reimbursed from the property of FoWNC or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of FoWNC.
- 5.3 A charity trustee may benefit from trustee indemnity insurance cover purchased at FoWNC's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.4 None of the income or property of FoWNC may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of FoWNC. This does not prevent a member who is not also a charity trustee receiving:
 - 5.4.1 benefit from FoWNC as a beneficiary of FoWNC;
 - 5.4.2 reasonable and proper remuneration for any goods or services supplied to FoWNC.
- 5.5 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment that is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

- 6.1. Subject to clause 6.3 no charity trustee or connected person may receive a benefit from FoWNC;
- 6.2 Without limitation to clause 6.1 no charity trustee or connected person may:
 - 6.2.1 buy or receive any goods or services from FoWNC on terms preferential to those applicable to members of the public;
 - 6.2.2 sell goods, services, or any interest in land to FoWNC;
 - 6.2.3 be employed by, or receive any remuneration from, FoWNC;
 - 6.2.4 receive any other financial benefit from FoWNC,
- 6.3 A charity trustee or connected person may receive a benefit from FoWNC as a beneficiary of FoWNC provided that benefit is available generally to the beneficiaries of FoWNC.
- 6.4 In this clause
 - 6.4.1 a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.4.2 "FoWNC" includes any company in which FoWNC:

6.4.2.1 holds more than 50% of the shares; or

6.4.2.2 controls more than 50% of the voting rights attached to the shares; or

6.4.2.3 has the right to appoint one or more directors to the board of the company;

6.4.3 "connected person" includes any person within the definition set out in clause 30.

7. Conflicts of interest and conflicts of loyalty

7.1 A charity trustee must:

7.1.1 declare the nature and extent of any interest, direct or indirect, which she or he has in a proposed transaction or arrangement with FoWNC or in any transaction or arrangement entered into by FoWNC that has not previously been declared; and

7.1.2 absent herself or himself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between her or his duty to act solely in the interests of FoWNC and any personal interest (including but not limited to any financial interest).

7.2 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 members to contribute to the assets of FoWNC if it is wound up

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

9. Membership of FoWNC

9.1 Ordinary membership of FoWNC is open to anyone who is interested in furthering its purposes. Only an individual may be a member (not a corporate body or other organisation).

9.2 Admission to ordinary membership shall be subject to the discretion of the trustees who

9.2.1 may refuse an application for such membership if they believe that it is in the best interests of FoWNC for them to do so;

9.2.2 shall, if they decide to refuse an application for such membership, give the applicant their reasons for doing so within 21 days of the decision being taken and give the applicant the opportunity to appeal against the refusal; and

9.2.3 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.

9.3 Membership of FoWNC cannot be transferred to anyone else.

9.4 It is the duty of each member of FoWNC to exercise her or his powers as a member of FoWNC in the way she or he decides in good faith would be most likely to further the purposes of FoWNC.

9.5 Membership of FoWNC comes to an end if:

9.5.1 the member dies; or

9.5.2 the member sends a notice of resignation to the charity trustees (Membership Secretary).

9.5.3 the member's membership fee is in arrears, or

9.5.4 the charity trustees decide that it is in the best interests of FoWNC that the member in question should be removed from membership, and pass a resolution to that effect.

9.6 Before the charity trustees take any decision to remove someone from membership of FoWNC they must:

9.6.1 inform the member of the reasons why it is proposed to remove her or him from membership;

- 9.6.2 give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why she or he should not be removed from membership;
- 9.6.3 at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- 9.6.4 consider at that meeting any representations which the member makes as to why the member should not be removed; and
- 9.6.5 allow the member, or the member's representative to make those representations in person at that meeting, if the member so chooses.
- 9.7 FoWNC may require members to pay reasonable membership fees to FoWNC. Membership expires on 31 December of the last year of the membership subscription except that subscriptions received in the three months preceding 1 January in any year shall be regarded as covering membership for the year commencing 1 January next.
- 9.8 FoWNC may create categories of membership other than ordinary membership on terms to be decided at an AGM.
- 9.9. The Officers of FoWNC shall consist of Chairman, Deputy-Chairman, Honorary General Secretary, Membership Secretary, Honorary Treasurer, Publications Officer, and Publicity Officer, all of whom shall be appointed by the Charity trustees in consultation with the membership as appropriate. One person may undertake more than one role.

10. Members' decisions

- 10.1 Except for those decisions that must be taken in a particular way as indicated in sub-clauses 10.3 and 10.4 of this clause, decisions of the members of FoWNC shall be taken at a general meeting as provided in sub-clause 10.2 of this clause.
- 10.2 Subject to sub-clauses 10.3 and 10.4 of this clause, any decision of the members of FoWNC shall 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 the meeting
- 10.3 Any decision to amend this constitution must be taken in accordance with clause 21 of this constitution (Amendment of Constitution).
- 10.4 Any decision to wind up or dissolve FoWNC must be taken in accordance with clause 22 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of FoWNC to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

- 11.1 There must be an annual general meeting (AGM) of the members of FoWNC. Subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 12.
- 11.2 Other general meetings of the members of FoWNC may be held at any time.
- 11.3 The charity trustees must call the AGM of the members of FoWNC in accordance with sub-clause 11.1 and identify it as such in notice of the meeting; and may call any other general meeting of the members at any time.
- 11.4 The charity trustees must, within 21 days, call a general meeting of the members of FoWNC if:
 - 11.4.1 they receive a request to do so from at least 10% of the membership of FoWNC; and
 - 11.4.2 the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

- 11.5 If, at the time of any such request, there has not been any general meeting of the members of FoWNC for more than 12 months, then sub-clause 11.4.1 shall have effect as if 5% were substituted for 10%.
- 11.6 Any such request may include particulars of a resolution that may properly be proposed and is intended to be proposed at the meeting.
- 11.7 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- 11.8 Any general meeting called by the charity trustees at the request of the members of FoWNC must be held within 28 days from the date on which it is called.
- 11.9 If the charity trustees fail to comply with this obligation to call a general meeting at the request of its Voting Members, then the members who requested the meeting may themselves call a general meeting.
- 11.10 A general meeting called in this way must be held not more than 3 months after the date when the Voting Members first requested the meeting.
- 11.11 FoWNC must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but FoWNC shall be entitled to be indemnified by the charity trustees who were responsible for such failure.
- 11.12 The charity trustees, or, as the case may be, the relevant members of FoWNC, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of FoWNC who is not a member.
- 11.13 If it is agreed by not less than 90% of all members of FoWNC, any resolution may be proposed and passed at the meeting even though the requirements of subclause 11.5 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.
- 11.14 The notice of any general meeting must:
- 11.14.1 state the time and date of the meeting;
- 11.14.2 give the address at which the meeting is to take place;
- 11.14.3 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;
- 11.14.4 if a proposal to alter the constitution of FoWNC is to be considered at the meeting, include the text of the proposed alteration; and
- 11.14.5 include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 15 (Use of electronic communication), details of where the information may be found on FoWNC's website.
- 11.15 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. Notice shall be deemed to be given 48 hours after it was posted or sent.
- 11.16 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 FoWNC.
- 11.17 The person nominated as chair by the charity trustees under clause 12.23 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of FoWNC who are present at a general meeting shall elect a chairman to preside at the meeting.
- 11.18 No business may be transacted at any general meeting of the members of FoWNC unless a quorum is present when the meeting starts.

- 11.18.1 Subject to the following provisions, the quorum for general meetings shall be the greater of 5% of the membership or 15 members.
- 11.19 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.
- 11.20 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 FoWNC's members at least seven clear days before the date on which it will resume.
- 11.21 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. 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 members, the meeting must be adjourned.
- 11.22 Any decision other than one falling within clauses 10.3 or 10.4 (Decisions 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.
- 11.23 A resolution put to the vote of a meeting shall be decided on a show of hands of members.
- 11.24 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.
- 11.25 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

- 12.1 The charity trustees, who shall be ordinary members of FoWNC, shall manage the affairs of FoWNC and may for that purpose exercise all the powers of FoWNC. It is the duty of each charity trustee:
- 12.1.1 to exercise her or his powers and to perform her or his functions as a trustee of FoWNC in the way he or she decides in good faith would be most likely to further the purposes of FoWNC; and
- 12.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- 12.1.2.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and
- 12.1.2.2 if he or she acts as a charity trustee of FoWNC in the course of a business or profession, to 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.
- 12.2 Every charity trustee must be a natural person.
- 12.3 No one may be appointed as a charity trustee if she or he is under the age of 18 years.
- 12.4 No one is entitled to act as a charity trustee whether on appointment or on any reappointment until she or he has expressly acknowledged in writing her or his acceptance of the office of charity trustee.
- 12.5 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.
- 12.6 The maximum number of charity trustees is 9. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

- 12.7 The charity trustees of FoWNC are:
John Clarke
Jillian Dudman
Robert James Flanagan
Violet Anna Long
Robert Stephenson
John William Hale White
- 12.8 At every AGM of the members of FoWNC, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;
- 12.9 The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- 12.10 The vacancies so arising may be filled by the decision of the ordinary members at the AGM; any vacancies not filled at the AGM may be filled as provided in sub-clause 12.4;
- 12.11 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 12.14 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12.6 on the number of charity trustees would not as a result be exceeded;
- 12.12 A person so appointed by the members of FoWNC shall retire in accordance with the provisions of sub-clauses 12.8 and 12.9. A person so appointed by the charity trustees shall retire at the conclusion of the next AGM after the date of her or his appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.
- 12.13 The charity trustees will make available to each new charity trustee, on or before her or his first appointment:
- 12.13.1 a copy of this constitution and any amendments made to it; and
- 12.13.2 a copy of FoWNC's latest trustees' annual report and statement of accounts.
- 12.14 A charity trustee ceases to hold office if she or he:
- 12.14.1 retires by notifying FoWNC 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);
- 12.14.2 is absent without the permission 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;
- 12.14.3 dies;
- 12.14.4 in the written opinion, given to FoWNC, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
- 12.14.5 is removed by the charity trustees in accordance with sub-clause 12.15;
- 12.14.6 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); or
- 12.14.7 ceases to be an ordinary member of FoWNC.
- 12.15 A charity trustee shall be removed from office if a decision to remove that trustee is proposed at a meeting of the trustees called for that purpose on at least 14 clear days' notice and at least a two-thirds majority of the votes cast at the meeting are in favour of removing that trustee. That trustee shall not be entitled to vote on that decision or be counted in the quorum present.

- 12.16 A decision to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 21 clear days' notice in writing of the proposal to remove him or her as a charity trustee, 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 other charity trustees.
- 12.17 Any person who retires as a charity trustee by rotation or by giving notice to FoWNC is eligible for reappointment.
- 12.18 Any decision may be taken either:
- 12.18.1 at a meeting of the charity trustees; or
- 12.18.2 by resolution in writing or electronic form agreed by 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 each of which one or more charity trustees has signified their agreement.
- 12.19 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine in writing 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.
- 12.20 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:
- 12.20.1 a committee may consist of two or more persons, who shall be ordinary members of FoWNC, but at least one member of each committee must be a charity trustee;
- 12.20.2 the acts and proceedings of any committee must be minuted and reported upon regularly to the charity trustees as a whole
- 12.20.3 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
- 12.21 Any charity trustee may call a meeting of the charity trustees.
- 12.22 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.
- 12.23 The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. 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.
- 12.24 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater or such larger 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.
- 12.25 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

13. Saving provisions

- 13.1 Subject to clause 13.2, 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:
- who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- 13.2 Clause 13.1 does not permit a charity trustee to keep any benefit that may be conferred upon her or him by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 13.1, the resolution would have been void, or if the charity trustee has not complied with clause 7.

14. Execution of documents

- 14.1 FoWNC shall execute documents by signature.
- 14.2 A document is validly executed by signature if it is signed by at least two trustees.

15. Use of electronic communications

- 15.1 FoWNC will comply with the requirements of the Communications Provisions in the General Regulations of the Charity Commission and in particular:
- 15.1.1 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;
- 15.1.2 any requirements to provide information to the Charity Commission in a particular form or manner.

16. Keeping of Registers

- 16.1 FoWNC must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

17. Minutes

- 17.1 The charity trustees must keep minutes of all:
- 17.1.1 appointments of officers made by the charity trustees;
- 17.1.2 proceedings at general meetings of FoWNC;
- 17.1.3 meetings of the charity trustees and committees of charity trustees including:
- 17.1.3.1 the names of the trustees present at the meeting;
- 17.1.3.2 the decisions made at the meetings; and
- 17.1.3.3 where appropriate the reasons for the decisions;
- 17.1.4 decisions made by the charity trustees otherwise than in meetings.

18. Accounting records, accounts, annual reports and returns, register maintenance

- 18.10 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 accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of FoWNC, within 10 months of the financial year end.
- 18.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of FoWNC entered on the Central Register of Charities.

19. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of FoWNC, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of FoWNC on request.

20. Disputes

If a dispute arises between members of FoWNC 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.

21. Amendment of constitution

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

- 21.1 This constitution can only be amended by resolution agreed in writing by all members of FoWNC; or by a resolution passed by a 75% majority of votes cast at a general meeting of members of FoWNC.
- 21.2 Any alteration of clause 3 (Objects), clause 22 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of FoWNC or persons connected with them, requires the prior written consent of the Charity Commission.
- 21.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 21.4 A copy of any resolution altering the constitution, together with a copy of FoWNC's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

22. Voluntary winding up or dissolution

- 22.1 As provided by the Dissolution Regulations, FoWNC may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve FoWNC can only be made:
 - 22.1.1 at a general meeting of the members of FoWNC called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to members:
 - 22.1.1.1 by a resolution passed by a 75% majority of those voting, or
 - 22.1.1.2 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
 - 22.1.2 by a resolution agreed in writing by all Voting Members of FoWNC.
- 22.2 Subject to the payment of all FoWNC's debts:
 - 22.2.1 Any resolution for the winding up of FoWNC, or for the dissolution of FoWNC without winding up, may contain a provision directing how any remaining assets of FoWNC shall be applied.
 - 22.2.1.1 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of FoWNC shall be applied.
 - 22.2.1.2 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of FoWNC.
- 22.3 FoWNC must observe the requirements of the Dissolution Regulations in applying to the Commission for FoWNC to be removed from the Register of Charities, and in particular:
 - 22.3.1 the charity trustees must send with their application to the Commission:
 - 22.3.1.1 a copy of the resolution passed by the members of FoWNC;
 - 22.3.1.2 a declaration by the charity trustees that any debts and other liabilities of FoWNC have been settled or otherwise provided for in full; and
 - 22.3.1.3 a statement by the charity trustees setting out the way in which any property of FoWNC has been or is to be applied prior to its dissolution in accordance with this constitution;
 - 22.3.2 the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of FoWNC, and to any charity trustee of FoWNC who was not privy to the application.
- 22.4 If FoWNC is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

23. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within subclause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution that is controlled:
 - (i) by the charity trustee 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 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 shall apply 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 10, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of FoWNC.

24. Acknowledgement

This constitution is based on CO.CIO.05 - Charity Commission Constitution for a CIO Association Model (2014) - Crown Copyright 2011