

# NORTH CRAVEN HERITAGE TRUST

Registered Charity No 504029

## *Constitution*

October 2020

# North Craven Heritage Trust

## **PART 1 – fundamental provisions**

### **Administration**

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

### **Name**

2. The association's name is "North Craven Heritage Trust" (and in this document it is called "the Charity").

### **Objects**

3. The Charity is established for the public benefit in the North Craven area to:
  - (a) encourage high standards of planning and architecture and,
  - (b) stimulate public interest in and care for the beauty, history and character of the area and,
  - (c) encourage the preservation, protection, development and improvement of features of historic or public interest.

### **Powers of Trustees**

4. The Trustees must manage the business of the Charity and have the following powers in order to further the objects (but not for any other purpose):
  - (a) to raise funds, provided that in doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
  - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;

- (j) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to do all such other lawful things as are necessary for the achievement of the objects.

### **Application of income and property**

- 5. The income and property of the Charity shall be applied solely towards the promotion of its objects, provided that:
  - (a) a Trustee is entitled to be reimbursed reasonable expenses properly incurred by him or her when acting on behalf of the Charity;
  - (b) a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6. 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. This does not prevent a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the charity.
- 7. Endowment or Restricted funds may only be used for the purposes stipulated by the benefactor(s). Such funds may be supplemented by transfer from the general funds at the discretion of the Trustees.

### **Winding up**

- 8. The Charity may be dissolved by a two-thirds majority of members present and voting at an Annual General Meeting or Special General Meeting and confirmed by a simple majority of members present and voting at a further Special General Meeting held not less than 14 days after the previous Meeting. If a motion for the dissolution of the Charity is to be proposed at an Annual General Meeting or Special General Meeting this motion shall be referred to specifically when notice of the Meeting is given. In the event of the dissolution of the Charity the available assets of the Charity shall be transferred to one or more charitable institutions having objectives similar or reasonably similar to the Charity as shall be chosen by the Trustees and approved by the meeting at which the decision to dissolve the Charity is confirmed.

### **Amendment of constitution**

- 9. The Charity may amend any provision contained in Part 1 of this constitution provided that:
  - (a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;
  - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Charity;
  - (c) no amendment may be made to clauses 3, 5, 6 or 8 without the prior written consent of the Charity Commission for England and Wales ("the Commission");
  - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a General Meeting of which at least 28 days' notice has been given.
- 10. Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a General Meeting.
- 11. A copy of any resolution amending this constitution shall be sent to the Commission within 21 days of it being passed.

## **PART 2 – administrative provisions**

### **Membership**

12. Membership is open to:
  - (a) individuals over the age of 18 years who are interested in furthering the work of the Charity, and
  - (b) any body corporate or unincorporated organisation which is interested in furthering the work of the Charity (any such body being called a "member organisation"),whose application has been approved by the Trustees. The Trustees may at their discretion introduce other classes of membership, either voting or non-voting, and with such rights and privileges attached as the Trustees may determine.
13. The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
14. Membership is not transferable to anyone else.
15. The Trustees must keep a register of names and addresses of the members.
16. Each member organisation shall appoint an individual to act on its behalf in all proceedings of the Charity, and shall inform the Charity in writing of the identity of its representative.

### **Termination of membership**

17. Membership is terminated if:
  - (a) the member resigns by written notice to the Charity;
  - (b) the member dies or, if it is an organisation, ceases to exist;
  - (c) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated, provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to make representation to the Trustees before a final decision is made.

### **Subscriptions**

18. The annual subscriptions shall be determined from time to time by the Trustees and shall be payable on or before 01 January each year. Membership shall lapse if a subscription is unpaid six months after it is due. The subscription of a member joining the Charity in the three months preceding 01 January in any year shall be regarded as covering membership for the Charity's year commencing on 01 January following the date of joining the Charity.

### **General Meetings**

19. An Annual General Meeting shall be held in or about October of each year to receive the Trustees' report and examined or audited accounts, to elect Officers and Trustees, to appoint one or more examiners or auditors, and to transact such other business as may from time to time be necessary. The Trustees shall decide when General Meetings of the Charity shall be held.
20. A Special General Meeting shall be held at the written request of 15 or more members whose subscriptions are fully paid up.
21. The current Chairman shall preside at all General Meetings. If there is no Chairman or he or she is not present 10 minutes after the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting.

22. 5% of the membership present in person or by proxy shall constitute a quorum for a General Meeting. The authorised representative of a member organisation shall be counted in the quorum.
23. The Trustees shall give at least 14 days' notice to members of an Annual or a Special General Meeting.
24. In the event of any duly convened General Meeting not being quorate, the Chairman shall adjourn the meeting to a date not less than 14 days after the first meeting and give notice of the adjourned meeting to all members. The adjourned meeting will automatically be deemed quorate.

#### **Participation in General Meetings by electronic means**

25. Any General Meeting may be conducted solely by one or more means of remote communication through which the members may communicate with each other during the meeting, so long as the number of members participating in the meeting would be sufficient to constitute a quorum. In determining attendance at such a General Meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
26. Where a General Meeting is to be held at a physical location, the Trustees may direct that members may participate by one or more means of remote communication that allow all participating members to communicate with each other during the meeting.
27. Where participation in a General Meeting by electronic means is permitted, the Trustees may make whatever arrangements they consider appropriate to enable those attending to exercise their rights to speak or vote at it. Participation in a meeting by electronic means constitutes presence in person at the meeting.

#### **Voting at General Meetings**

28. Save as otherwise provided decisions at General Meetings shall be decided by a simple majority of those present and entitled to vote. In the event of an equality of votes the Chairman shall have a second or casting vote.
29. In the case of any General Meeting, the Trustees may direct that a member who cannot attend the meeting may appoint any other person to act as proxy for him or her by sending the Charity a notice in writing (a "proxy notice") which—
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy (which may be the person chairing the meeting) and the General Meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy; and
  - (d) is delivered to the Charity in accordance with any instructions contained in the notice of the General Meeting to which they relate.
30. The proxy notice may—
  - (a) specify that the proxy must vote this way or that on any particular resolution; or
  - (b) authorise the proxy to vote in accordance her or his own judgement.

#### **Honorary Officers**

31. The Officers shall consist of President, Chairman, Secretary and Treasurer and such other officer posts as the Trustees may from time to time decide. The President and Secretary may but need not also be Trustees; all other Officers shall be ex-officio Trustees. An individual may hold more than one Officer post. All Officers shall hold office in an honorary capacity and shall relinquish their office at the conclusion of the Annual General Meeting next after their election but shall be eligible for re-election.

32. Nominations for the election of Officers other than those made by the Trustees shall be made in writing to the Secretary at least 10 days before the Annual General Meeting. Such nominations must be supported by a seconder and the consent of the proposed nominee must first have been obtained. The elections of Officers shall be completed prior to the election of Trustees. Vice-Presidents may also be elected at an Annual General Meeting for periods to be decided at such a meeting. The Trustees may fill casual vacancies occurring among the Officers of the Trust.

### **Board of Trustees**

33. The Charity and its property shall be managed and administered by a Board of Trustees elected in accordance with this constitution.
34. The Board of Trustees shall consist of the Officers and up to nine other Trustees. Election as a Trustee shall normally be for three years. At the end of their term, Trustees shall retire at the Annual General Meeting but shall be eligible for re-election.
35. The Trustees may fill casual vacancies occurring among their number. Any person appointed to fill such casual vacancy shall hold office until the next Annual General Meeting but shall be eligible for election at that meeting.
36. A Trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity.
37. No-one may be appointed a Trustee if under 18 years of age or if he or she would be disqualified from acting under the provisions of clause 48.
38. Nominations for the election of Trustees (other than those made by the Trustees) shall be made in writing to the Secretary at least 10 days before the Annual General Meeting. Such nominations must be supported by a seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies a ballot shall take place in such manner as shall be determined.
39. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

### **Meetings of the Board of Trustees**

40. The Secretary shall give Trustees at least seven days' notice of meetings.
41. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
42. The person elected as the Chairman shall preside at meetings of the Trustees. If the Chairman is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
43. The quorum for a meeting of the Trustees shall be three or one-third of the total number of Trustees entitled to vote, whichever is the greater.
44. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
45. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.
46. The proceedings of the Board of Trustees shall not be invalidated by any defect in the election or appointment of any Trustee.
47. Vice-Presidents may attend meetings of the Trustees but may not vote at such meetings.

### **Disqualification and removal of Trustees**

48. A Trustee shall cease to hold office if he or she:
- (a) is disqualified from acting as a charity trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - (b) ceases to be a member of the Charity or is the representative of an organisation that ceases to be a member;
  - (c) resigns as a Trustee by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect); or
  - (d) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated as a result.

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

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

### **Delegation**

50. The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
51. The Trustees may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
52. The Trustees may revoke or alter a delegation.
53. All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

### **Property**

54. The Trustees must ensure the title to:
- (a) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
  - (b) all investments held by or on behalf of the Charity,
- is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
55. The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.
56. The Trustees may remove the holding trustees at any time.

## **Minutes**

57. The Trustees must keep minutes of all:
- (a) appointments of Honorary Officers and Trustees;
  - (b) proceedings at General Meetings of the Charity;
  - (c) meetings of the Trustees and committees of Trustees including:
    - i) the names of the Trustees present at the meeting;
    - ii) the decisions made at the meetings; and
    - iii) where appropriate, the reasons for the decisions.

## **Accounts, Annual Report, Annual Return**

58. The Trustees must comply with their obligations under the Charities Act 2011 with regard to:
- (a) the keeping of accounting records for the Charity;
  - (b) the preparation of annual statements of account for the Charity;
  - (c) the transmission of the statements of account to the Commission;
  - (d) the preparation of an Annual Report and its transmission to the Commission;
  - (e) the preparation of an Annual Return and its transmission to the Commission.
59. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## **Registered particulars**

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

## **Repair and insurance**

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

## **Notices**

62. Any notice required by this constitution to be given to or by any person must be:
- (a) in writing; or
  - (b) given using electronic communications.
63. The Charity may give any notice to a member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
64. A member participating by any means in any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
65. 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.



**Disputes**

66. If a dispute arises between members of the Charity 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.

**Interpretation**

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