

CONSTITUTION OF CROSS & COCKADE INTERNATIONAL THE FIRST WORLD WAR AVIATION HISTORICAL SOCIETY

Registered Charity No 1117741

Adopted on the 6th day of May 2006

PART 1

1. Adoption of the Constitution

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

2. The Name

The association's name is Cross & Cockade International The First World War Aviation Historical Society also known as CCI (and in this document it is called the 'Charity').

3. The Objects

The Charity's objects (the 'Objects') are:

To educate the public in all aspects of the history of aviation related to the First World War including the periods immediately before and after that event.

4. Application of the Income and Property

4.1 The income and the property of the Charity shall be applied solely towards the promotion of the Objects

4.2 A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity

4.3 None of the income or property of the Charity may be paid or transferred directly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent:-

- (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity by previous written agreement of the Trustees, to include payment of reasonable expenses incurred whilst carrying out research or the acquisition of photographs or documents related to proposed articles, papers or other publications for the society;
- (b) a Trustee from:-
 - (i) buying goods or services from the Charity on the same terms as other members or members of the public;
 - (ii) receiving benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub-clause 4.6, or as a member of the Charity and on the same terms as other members;
- (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officer in respect of any negligence, default breach of duty, or breach

of trust of which he or she may be guilty in relation to the Charity but excluding:

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
- (iii) liabilities to the Charity that result from conduct that the Trustees or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not

4.4 No Trustee may be paid or receive any other benefit for being a Trustee.

4.5 A Trustee may:

- (a) sell goods, services or any interest in land to the Charity;
- (b) be employed by or receive any remuneration from the Charity;
- (c) receive any other financial benefit from the Charity;
if:-
 - (i) he or she is not prevented from so doing by clause 4.4; and
 - (ii) the benefit is permitted by clause 4.3 of this clause; or
 - (iii) the benefit is authorised by the Trustees in accordance with the conditions in clause 4.6 of this clause

4.6

- (a) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under clause 4.3 he or she must:-
 - (i) declare his or her interest in the proposal;
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (iv) not vote on the proposal
- (b) In cases covered by clause 4.5 those Trustees 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 Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest)
- (c) The Trustees may only authorise a transaction

falling within clause 4.5(a)–(c) if the trustee body comprises a majority of Trustees who have not received any such benefit

- (d) If the Trustees fail to follow this procedure, the resolution to confer a benefit on the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.
- 4.7 A Trustee must absent himself 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) and take no part in the voting upon the matter
- 4.8 In this clause 4, ‘Trustee’ shall include any person firm or company connected with the Trustee

5. Dissolution

- 5.1 If the members resolve to dissolve the Charity the Trustees 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 Trustees 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 Trustees must apply any remaining property or money:
- (a) directly for the Objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the Charity;
 - (c) in such other manner as the Charity Commissioners 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 Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a)–(c) inclusive in clause 5.3 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 Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity’s accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the Charity’s final accounts

6. Amendments

- 6.1 Any provision contained in Part 1 of this constitution may be amended 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 not be within the

reasonable contemplation of the members of or donors of the Charity;

- (c) no amendment may be made to clause 4 without the prior written consent of the Commission;
 - (d) any resolution to amend the provisions of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting
- 6.2 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
- 6.3 A copy of any resolution amending this constitution must be sent to the Commission within 21 days of it being passed

PART 2

7. Membership

- 7.1 It is a condition of membership that any person who makes an application for membership to the membership secretary agrees to the Charity’s objectives and pays the appropriate subscription rates
- 7.2
- (a) The Trustees may 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
 - (b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
 - (c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees’ decision following any written representations must be notified to the applicant in writing but shall be final
- 7.3 On the approval of membership by the Trustees, a new member is to be supplied with a copy of this constitution as the same may be amended or varied from time to time
- 7.4 There will be five types of membership for the Charity:-
- (a) Ordinary membership shall be open to any person over the age of 18 who wishes to join the Charity and pays a standard membership fee. The member shall:-
 - receive each issue of the journal published during the period for which the member subscribes;
 - be eligible to attend any general meeting of the Charity;
 - be eligible to vote at any general meeting of the Charity;
 - be eligible to participate in a postal ballot;
 - be eligible to be elected as an Officer;
 - be eligible to act as a co-opted member of the Trustees
 - (b) Senior membership shall be open to any person above the age of 80. The subscription of a senior member shall be at a reduced rate.
 - (i) A senior member may:
 - attend any general meeting of the Charity;

- vote at any general meeting of the Charity;
 - participate in a postal ballot;
 - act as a co-opted member of the Trustees;
 - receive each issue of the journal published during the period for which the member subscribes.
- (ii) A senior member may not be appointed as a Trustee of the Charity
- (c) Junior membership of the Charity shall be open to any person under the age of 18. The subscription of a junior member shall be at a reduced rate.
- (i) A junior member may attend all the Charity's functions and meetings.
- (ii) A junior member may receive each issue of the journal published during the period for which the junior member subscribes.
- (iii) A junior member cannot:-
- be appointed as an Officer of the Charity;
 - vote at any general meeting of the Charity;
 - participate in a postal vote;
 - act as a co-opted member of the Trustees
- (d) Honorary membership of the Charity shall be open to any person approved at an annual general meeting of the Charity on the recommendation of the Trustees and:-
- (i) Honorary members may:-
- receive each issue of the journal published during the period the member is an honorary member free of charge;
 - on the recommendation of the Trustees and with the approval at the annual general meeting of the Charity be appointed as a Life Vice-President in recognition of their outstanding service to the Charity
- (ii) Honorary members may:-
- be elected as an Officer of the Charity;
 - vote at any general meeting;
 - participate in a postal vote;
 - act as a co-opted member of the Trustees
- (e) Associate membership shall be open to any person who either wishes to join the Charity but chooses not to receive the journal or who is an organisation which the Trustees wish to appoint as an associate member and to whom they wish to provide the journal. The subscription shall be free.
- (i) An associate member may:-
- attend all the Charity's functions and meetings;
 - act as a co-opted member of the Trustees
- (ii) An associate member cannot:-
- be elected as an Officer of the Charity;
 - vote at any general meeting of the Charity;
 - participate in a postal ballot
- 7.5 Membership is not transferable to anyone else
- 7.6 The Trustees must keep a register of members' contact details to be used for the journal mailing list
- 7.7 Members must not use the name of the Charity or motif without the permission in writing of the Trustees
- 8. Subscription**
- 8.1 Members will be required to pay the applicable annual subscription
- 8.2 The subscription rate, including the discount for senior and junior members, will be determined by the Trustees from time to time
- 8.3 Subscriptions shall run from 1 January to 31 December each year
- 8.4 A member joining at any time during the year will pay the full year's subscription and will receive all the journals issued during that year
- 8.5 Any member who has not renewed his or her subscription by the end of January in each year shall be deemed to have lapsed membership until the full subscription is paid, subject to confirmation by the membership secretary
- 8.6 The quarterly journal of the Charity will be included in the annual subscription rate. Any additional publication that may be issued from time to time may be at additional cost
- 9. Termination of Membership**
- Membership is terminated if:-
- 9.1 the member dies or, if it is an organisation, ceases to exist;
- 9.2 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- 9.3 any sum due from the member to the Charity is not paid in full within six months of it falling due;
- 9.4 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. A resolution to remove a member from membership may only be passed if:-
- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) 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
- 10. General Meetings**
- 10.1 The Charity must hold a general meeting in the United Kingdom within twelve months of the date of the adoption of this constitution
- 10.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
- 10.3
- (a) The Trustees reports and accounts are to be presented at the annual general meeting
- (b) Notices of resolutions to be put to the annual general meeting must be given at least fourteen days before the annual general meeting to the Chairman
- 10.4 All general meetings other than annual general meetings shall be called special general meetings

- 10.5 The Trustees may call a special general meeting at any time
- 10.6 The Trustees must call a special general meeting if requested to do so in writing by at least twenty-five members or one tenth of the membership, whichever is the lesser. The request must state the nature of the business that is to be discussed. If the Trustees fail 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
- 10.7 The Trustees may at their discretion elect to hold a postal ballot on such terms as the Trustees may from time to time determine with all those members who are eligible to vote and who have registered an address with the Charity in accordance with clause 29.3 hereof and whose membership has not been treated as lapsed in accordance with clause 8.5 or terminated in accordance with clause 9. Resolutions put to a postal ballot shall be passed by a majority of at least 75% of the postal votes received by the Charity and counted 2 months after the issue of the ballot papers
- 11. Notice**
- 11.1 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
- 11.2 A general meeting may be called by shorter notice, if it is so agreed by all members entitled to attend and vote
- 11.3 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
- 11.4 The notice must be given to all the members entitled to attend and vote and to the Trustees
- 12. Quorum**
- 12.1 No business shall be transacted at any general meeting unless a quorum is present.
- 12.2 A quorum is:
- 25 members entitled to vote upon the business to be conducted at the meeting; or
 - one tenth of the total membership at the time;
- whichever is the lesser
- 12.3 The authorised representative of a member organisation shall be counted in the quorum
- 12.4 If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Trustees shall determine
- 12.5 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 12.6 If no quorum is present at the reconvened 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
- 13. Chair**
- 13.1 General meetings shall be chaired wherever possible by the President
- 13.2 If the President is not present then the Chairman shall be chair
- 13.3 If neither the President nor the Chairman are present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting
- 13.4 If there is only one Trustee present and willing to act, he or she shall chair the meeting
- 13.5 If no Trustee 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
- 14. Adjournments**
- 14.1 The members present at a meeting may resolve that the meeting shall be adjourned
- 14.2 The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution
- 14.3 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
- 14.4 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 reconvened meeting stating the date time and place of the meeting
- 15. Votes**
- 15.1 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 he or she may have
- 15.2 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote on it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members
- 16. Representatives of Other Bodies**
- 16.1 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity
- 16.2 The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity

16.3 Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation

17. Officers and Trustees

17.1 The Charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called "the Trustees"

17.2 The Charity shall have the following officers herein referred to as the 'Officers':

- President
- Chairman
- Managing Editor
- Treasurer
- Advertising and Publicity Manager
- Sales Manager
- Membership Secretary
- National Meetings Co-ordinator
- Minutes Secretary
- Up to 6 co-opted members

17.3 Unless otherwise resolved at a general meeting of the Charity the office of Chairman shall be held by a senior member who has demonstrated through committed services in other posts their ability to manage committee business and dedication to the Charity

17.4 A Trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity

17.5 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 20

17.6 The number of Trustees shall be not less than three but (unless otherwise determined by a resolution of the Charity in general meeting) shall not be subject to any maximum

17.7 The first Trustees (including Officers) shall be those persons elected as Trustees and Officers at the meeting at which this constitution is adopted

17.8 A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees

18. The Appointment of Trustees

18.1 The Charity in general meeting shall elect the Officers and the other Trustees

18.2 The Trustees may appoint any person who is willing to act as a Trustee. Subject to clause 18.5 (b) they may also appoint Trustees to act as Officers

18.3 Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting

18.4 No-one may be elected a Trustee or an Officer

at any general meeting unless prior to the meeting the Chairman is given fourteen days' notice that:

- (a) is signed by a member entitled to vote at the meeting;
- (b) states the member's intention to propose the appointment of a person as a Trustee or as an Officer;
- (c) is signed by the person who is to be proposed to show his or her willingness to be appointed

18.5

(a) The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees

(b) The Trustees 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

18.6 The Trustees shall have authority to co-opt additional trustees to fill vacancies or for specific purposes. Members so co-opted shall offer themselves for election at the next annual general meeting

19. Powers of Trustees

19.1 The Trustees must manage the business of the Charity and they have the following powers in order to further the Objects (but not for any other purpose):-

- (a) to raise funds. In doing so, the Trustees must not undertake any substantial 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 36 and 37 of the Charities Act 1993;
- (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 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and 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 the trust are permitted to do by the Trustee Act 2000;
 - (k) to help broaden the field of knowledge and raise awareness in all aspects of aviation related to the First World War and the periods immediately before and after that event (“the Period”) and to assist and encourage those who have an interest in that era;
 - (l) to conduct study and research into the history of all aspects of aviation in the Period and to publish the useful results of all such study and research insofar as publication is within the Charity’s financial resources (any publication shall be a medium for the recording and dissemination of member’s voluntary contributions, and these shall remain the copyright of the individual contributor);
 - (m) to provide a technical information service for members; to answer, where possible, all questions connected with the period;
 - (n) to form area sections so that members can hold local meetings. In the event that members in a particular locality shall choose to hold regular local meetings, one of their number shall be chosen by them to be Area Secretary. The position of the Area Secretary shall be subject to approval by the Trustees;
 - (o) to arrange for the organisation of lectures, film shows, discussions, etc at meetings, so that members may gain additional knowledge;
 - (p) to contact families of members of the armed forces of any nationality throughout the Period and to record for posterity their impressions and where possible, their recollections of historical or personal interest in the field in question;
 - (q) to gather together all available photographic, written or other recorded material relating to the Objects where such a course is within the Charity’s financial resources;
 - (r) to apply the Charity’s funds for the purpose of maintaining the memorial erected at Saint Omer dedicated to the memory of those persons to whom the Charity’s objects relate to such period of time as the Trustees in their absolute discretion consider fit;
 - (s) to do all such other lawful things as are necessary for the achievement of the Objects;
- 19.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees
- 19.3 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
- 20. Disqualification and Removal of Trustees**
- 20.1 A Trustee shall cease to hold office if he or she:
 - 20.2 ceases to be a member of the Charity;
 - 20.3 become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 20.4 resigns as a Trustee by notice to the Charity which must be given to the Chairman at least one month before the next meeting of the Trustees (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - 20.5 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 is vacated
 - 20.6 is removed by a vote of three quarters of all Trustees in favour. If such a vote is given the Trustee shall resign immediately
- 21. Proceedings of Trustees**
- 21.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution
 - 21.2 Any Trustee may call a meeting of the Trustees
 - 21.3 The Chairman must call a meeting of the Trustees if requested to do so by a Trustee
 - 21.4 The Trustees must meet no fewer than four times a year
 - 21.5 Questions arising at a meeting must be decided by a majority of votes
 - 21.6 Each Trustee has one vote. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
 - 21.7 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made
 - 21.8 The quorum shall be four or such number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees
 - 21.9 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
 - 21.10 If the number of Trustees is less than the number fixed as a quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting
 - 21.11 The President or Chairman shall chair meetings of the Trustees
 - 21.12 If the President or Chairman is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting
 - 21.13 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees
 - 21.14 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be a valid and

effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held

- 21.15 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees
- 21.16 The Trustees may invite any member(s) of the Charity to be present at its meetings, who by reason of their experience may be able to render assistance in promoting the Objects. Such members are not entitled to vote at any Trustee meetings at which they may be present
- 21.17 Although it is expected that the National Meetings Co-ordinator will represent the views of Area Secretaries, the latter may be invited by the Trustees to attend meetings and where so invited are encouraged to attend such meetings as observers

22. Delegation

- 22.1 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
- 22.2 The Trustees may impose conditions when delegating, including the conditions that:-
- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees
- 22.3 The Trustees may revoke or alter a delegation
- 22.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees

23. Irregularities in Proceedings

- 23.1 Subject to clause 23.2 all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a 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 Trustee; and
 - that Trustee being counted in the quorum the decision has been made by a majority of the Trustees at a quorate meeting
- 23.2 Clause 23.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void
- 23.3 No resolution or act of:
- (a) the Trustees;
 - (b) any committee of the Trustees;
 - (c) the Charity in general meeting
- shall be invalidated by reason of the failure to give notice to any Trustee 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.

24. Minutes

- 24.1 The Trustees must keep minutes of all:
- (a) appointments of Officers and Trustees made by the Trustees;
 - (b) proceedings at meetings of the Charity;
 - (c) meetings of the Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions
- 24.2 A copy of the minutes of all Trustee meetings shall be held by the Chairman and shall be available for inspection by any member on request.

25. Annual Report and Return and Accounts

- 25.1 The Trustees must comply with their obligations under the Charities Act 1993 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 Charity;
 - (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
- 25.2 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
- 25.3 The financial period shall end on 31 December of each year
- 25.4 All monies belonging to the Charity shall be paid into a bank account or accounts in the name of the Charity
- 25.5 Cheques shall be signed by the treasurer and the Chairman or by one of these Officers and one other Trustee as agreed by the Trustees

26. Registered Particulars

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

27. Property

- 27.1 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

27.2 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

27.3 The Trustees may remove the holding trustees at any time

27.4 The Trustees are to maintain an asset register of all items belonging to the Charity including computers, accessories, photographic, written and recorded material

28. Repair and Insurance

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

29. Notices

29.1 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

29.2 Notice may be given 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

29.3 A member who does not register an address with the Charity shall not be entitled to receive any notice from the Charity

29.4 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purpose for which it was called

29.5

- (a) 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
- (b) The proceedings of any meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

30. Rules

30.1 The Trustees may from time to time make rules or bye-laws for the conduct of their business

30.2 The bye-laws may regulate the following matters but are not restricted to them:-

- (a) 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;

(b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

(c) 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 of purposes;

(d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by this constitution;

(e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

(f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association

30.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws

30.4 The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity

30.5 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

31. The Motif

31.1 The emblem of the Charity shall be an entwined cross and cockade

2.2 This motif and no other shall be used to represent the Charity on any printed media or on any other format which may be associated with the Charity

2.3 This motif may not otherwise be used without written consent of the Trustees of the Charity



Trustees

Paul Stuart Leaman

Gordon Fred Atkin

Peter John Dye

John Michael Davis

Barbara Huston

Colin Clarke Huston

Andrew George Kemp

Michael George Miller

Roger Michael Moore Tisdale

Marcus George Williams